


FORM A

**Format of covering letter of the annual audit report to be filed with the  
Stock Exchanges**

1	Name of the Company:	<b>Aegis Logistics Limited</b>
2	Annual standalone financial statements for the year ended	<b>31<sup>st</sup> March, 2014</b>
3	Type of Audit observation	<b>Unqualified / <del>Matter of Emphasis</del></b>
4	Frequency of observation	<b>Not Applicable</b>
5	To be signed by - <ul style="list-style-type: none"><li>• CEO/Managing Director (Mr. Anish K. Chandaria)</li> <li>• CFO (Mr. Murad M. Moledina)</li> <li>• Audit Committee Chairman (Mr. Dineshchandra J. Khimasia)</li></ul>	

Auditor of the Company:

Refer our Audit Report dated 29<sup>th</sup> May 2014

On the standalone financial statements of the Company

For DELOITTE HASKINS & SELLS LLP

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)



A. SIDDHARTH

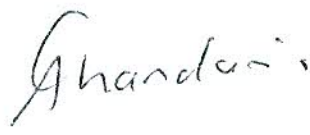


Partner

(Membership No. 31467)

Mumbai, 2<sup>nd</sup> July 2014

**FORM A**

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Auditor of the Company:

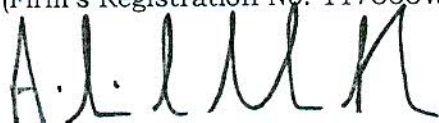
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On the consolidated financial statements of the Company

For DELOITTE HASKINS & SELLS LLP

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)



A. SIDDHARTH

Partner

(Membership No. 31467)

Mumbai, 2<sup>nd</sup> July 2014



# 57th Annual Report

## Aegis Logistics Limited

2013–14





## **To be the leading provider of logistics and supply chain services to India's oil, gas, and chemical industry.**

Our mission is to enable our clients to source, receive, store and deliver oil, gas, and chemical products in a safe and environmentally responsible manner through a national network of tank terminals, pipelines, and inter-modal transportation.

We deliver flexible, responsive, and high quality services to our clients with integrity and professionalism.

# Corporate Information

## Board of Directors

### Chairman

Kapoorchand M. Chandaria

### Vice Chairman & Managing Director

Raj K. Chandaria

### Managing Director & CEO

Anish K. Chandaria

### Directors

Anil M. Chandaria

Dineshchandra J. Khimasia

Rajnikant J. Karavadia

Kanwaljit S. Nagpal

Rahul Asthana

### Company Secretary & Chief Manager: Legal

Monica T. Gandhi

## Key Management Team

### Group President & COO

Sudhir O. Malhotra

### President (Business Development)

Rajiv Chohan

### President (Operations & Projects)

Kamlakar S. Sawant

### Chief Financial Officer

Murad M. Moledina

**Auditors**

Deloitte Haskins & Sells LLP  
Chartered Accountants, Mumbai

**Bankers**

Bank of Baroda  
Dena Bank  
ING Vysya Bank Ltd.  
HDFC Bank Ltd.

**Solicitors & Advocates**

AZB & Partners, Mumbai

**Registered Office**

502, Skylon, G.I.D.C.,  
Char Rasta, Vapi-396 195,  
Dist. Valsad, Gujarat

**Corporate & Administrative Office**

1202, 12<sup>th</sup> Floor, Tower B  
Peninsula Business Park  
Ganpatrao Kadam Marg  
Lower Parel (West), Mumbai-400 013  
Tel: 022-6666 3666  
Fax: 022-6666 3777  
[www.aegisindia.com](http://www.aegisindia.com)

**Liquid Logistics & Gas Division**

Plot No. 72, Mahul Village,  
Trombay, Mumbai-400 074

Liquid Cargo Park, Dock Zone,  
Chiranjibpur, Dist. Purba Medinipur,  
Haldia – 721604, West Bengal

**Registrar & Share Transfer Agents**

Sharepro Services (India) Pvt. Ltd.  
13 AB, 2nd Floor,  
Samhita Warehousing Complex,  
Near Sakinaka Telephone Exchange,  
Andheri Kurla Road, Sakinaka  
Andheri (E), Mumbai-400 072  
Tel: 022-6772 0300, 6772 0400  
Fax: 022-2859 1568, 2850 8927  
Email: [sharepro@shareproservices.com](mailto:sharepro@shareproservices.com)

## Notes

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

Please address all correspondence regarding Share Transfer Work to the Registrar & Share Transfer Agents and/or Corporate Office.





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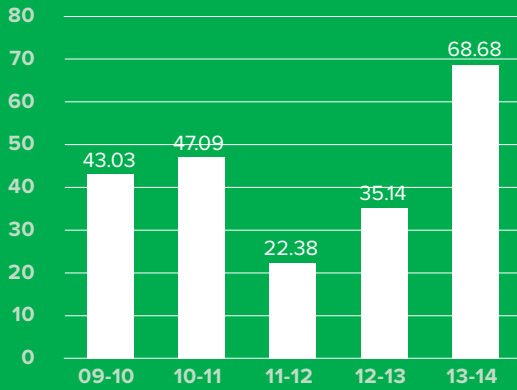
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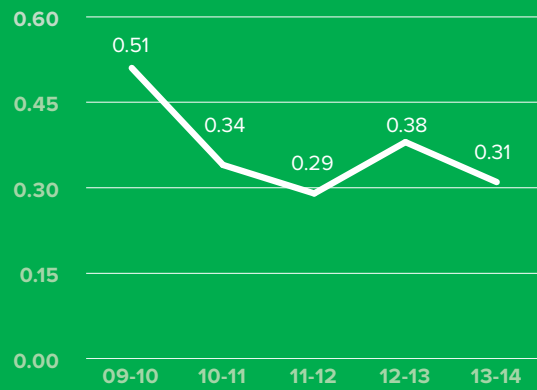
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# Financial Overview

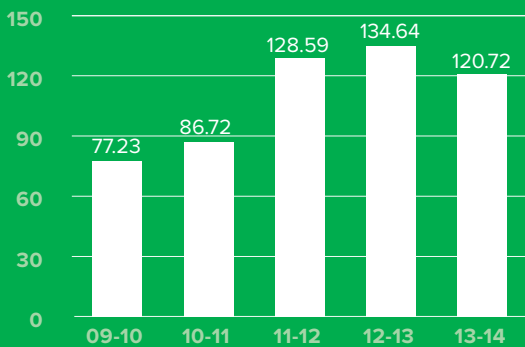
## After-Tax Profit (Rs. in Cr.)



## Debt Equity Ratio



## EBITDA (Rs. in Cr.)\*

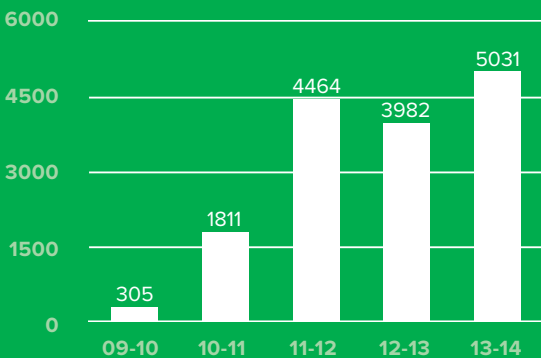


\* Normalized EBITDA before forex hedging-related expenses.

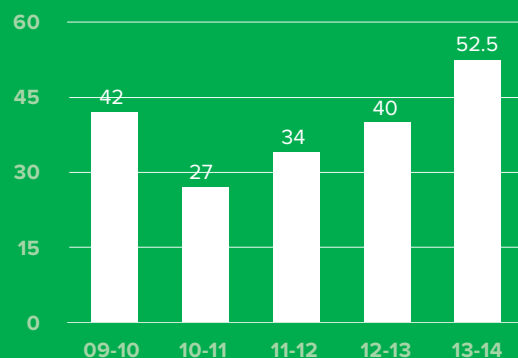
## Highlights

- Group Consolidated Net Sales at Rs. 5,030.87 Cr., (up by 26.35%).
- EBITDA: Rs. 120.72 Cr.
- Profit after Tax: Rs. 68.68 Cr. (up by 95%).
- Debt to Equity Ratio: 0.31
- Dividend at Rs. 5.25 per Share (including interim)

## Operating Revenue (Rs. in Cr.)



## Dividend (%)



# Management Discussion & Analysis Report

## Overview

During FY13-14, the Indian economy was stuck at a sub-par growth rate of less than 5%, amidst high inflation, sluggish demand, an erratic exchange rate and political and economic uncertainty. Despite these adverse economic conditions, the Group's performance rebounded from last year with Profit After Tax rising to Rs 68.67 Cr. (previous year Rs. 35.14 Cr.). With a more stable exchange rate in the second half of the year, both imports and exports of bulk liquids as well as liquefied gases rose, resulting in an excellent performance in our terminalling and sourcing business.

The terminalling business of the Group benefitted from investments made in the previous year in the liquid terminals business, ranging from de-bottlenecking to commissioning of the new terminal at Haldia Dock Complex. Towards the end of the year, our company also partially commissioned the liquid terminal at Pipavav Port with the balance of the expansion of the liquid terminal as well as the gas terminal expected to be completed by the end of 2014.

The performance of the gas retail and distribution business was lower due to a slow down in the growth rate of the retail LPG business as government policy on LPG subsidies fluctuated. The performance of the gas sourcing business improved during the year, with higher off-take by the national oil companies.

With an end to the political uncertainty, new terminal capacity coming on stream, as well as several new initiatives under way, the Group is poised for higher growth in the medium term.

### Industry Structure and Development

The Group is engaged in the terminalling of oil products, chemicals and liquefied gases, sourcing of LPG, and retailing and distribution of LPG. These sectors require specialized infrastructure at key ports such as specialized berths, fire fighting equipment, pipelines, transit storage and handling facilities, and above all, safe and environmentally

responsible handling practices. The terminalling, retail and distribution industry in India has many participants, but only a select few possess the necessary technical and safety credentials as well as the infrastructure to benefit from the long-term prospects for an increase in Indian imports and exports of oil products, chemicals and liquefied gases. Fortunately, the Aegis Group is positioned well for this.

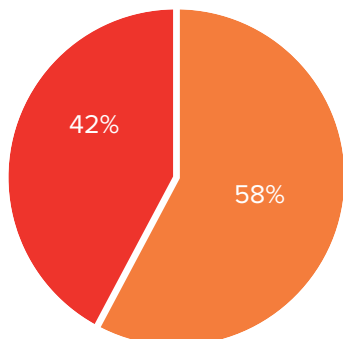
The oil and gas industry comprises three major components: upstream, midstream, and downstream. The upstream segment comprises Exploration and Production (E&P) activities, the midstream segment is involved in storage and transportation of crude oil and gas, and the downstream segment is engaged in refining, production of petroleum products, and processing, storage, marketing, and transportation of the commodities such as crude oil, petroleum products, and gas. The Group is engaged in both the midstream and downstream segments.

As energy consumption increases in India, growth in demand is likely to require sophisticated and safe logistics services. Deregulation of the oil sector will lead to new entrants in the petroleum retailing and bulk marketing requiring the need for integrated logistics services. The Group also services the terminalling requirements of bulk liquid chemical importers and exporters through its five bulk liquids terminals.

The increasing importance of new private ports such as Pipavav in Gujarat and several new ones along the east coast of India will continue to challenge the dominance of older, less efficient ports. As importers and exporters face ever increasing cost pressures, those ports which have made investments in infrastructure will benefit from the increase in traffic arising from India's imports and exports of oil products, chemicals, and liquefied gases.

## Segment-Wise Analysis

### Segment Results (EBITDA)



- Gas Division
- Liquid Division

### Liquid Logistics Division

The performance of liquid terminalling business revenues was at an all time high of Rs. 130.82 Cr. (previous year Rs. 107.51 Cr.) for the year, an increase of 21.68%. Operating profit margins (Segment EBITDA) were better at 64% (previous year 57%). Normalized EBITDA of the division was also at a record of Rs. 83.47 Cr. for the year (previous year Rs. 61.23 Cr.), a rise of 36.32%. With the commissioning of the new Q4 berth at Kochi Port, the performance of the Kochi terminal has improved over the last year and is expected to perform even better once the economy revives. Future growth in this division will come from the new capacity at Haldia Dock Complex with storage capacity of 60,190 KL and from the partially commissioned 120,000 KL liquid terminal at Pipavav Port in Gujarat, both of which are equipped with specialized and conventional tanks.

In the Operations and Maintenance (O&M) business, contracts with the national oil companies and other customers are continuing satisfactorily, and with the experience of handling multiple of such contracts, the Company is poised to expand this activity. The marine fuels supply activity is developing, with the Company building expertise and experience in this new business.

### Gas Division

Aegis Group captures the complete logistics value chain starting from sourcing of LPG, terminalling to retail, and distribution. The division recorded revenues of Rs. 4,900.05 Cr. (previous year Rs. 3,874.13 Cr.). The LPG sourcing and terminalling

business improved largely due to higher off-take by national oil companies during the year. However, volumes in the gas retail and distribution business have remained static. The recent government policy reversals on the capping the number of subsidized cylinders and Direct Benefit Transfer (DBT) Scheme had a dampening effect on the industry with all participants being affected. Policy changes by the new government have yet to be announced. Similarly, policy uncertainty on the level of fuel subsidies on petrol, diesel, and CNG also had a dampening effect on retail and distribution margins of auto LPG, packed and bulk LPG as well as on the expansion of the retail and distribution network.

The normalized EBITDA for the gas division decreased to Rs. 60.47 Cr. compared with the previous year (Rs. 95.14 Cr.) mainly due to the decline in margins, also due to lower volumes in the retail and distribution segment. However, based on “Vision 2015” of the Government of India to achieve domestic LPG penetration of 75% on a pan-India basis by 2015, the oil marketing companies (OMCs) are in the process of releasing over 50 million new connections during the period. This, combined with more policy clarity as a result of the change in government, is likely to result in continued demand growth for LPG as well as a level playing field for the private sector. By leveraging its infrastructure and logistics competence to achieve higher volumes and profit, Aegis is well positioned for this business in the medium term and the business strategy for the gas division is to continue growth in all the segments by expanding terminal capacity and enlarging the retail and distribution network.

### Expansion in the Terminalling Capacity at Haldia and Pipavav Port

The Indian oil and gas logistics sector is undergoing expansion with continued deregulation and liberalization by the government. Continuing its mission to build an unrivalled national port infrastructure and retail and distribution network, Aegis has embarked upon setting up terminals at multiple ports. Towards this goal, the new liquid terminal at Haldia with a storage capacity of 60,190 KL has progressed well and 60% of the capacity has already been put into revenue generating use. The project will help the Company expanding its horizons by catering to the market of the north east and eastern states. Consistent with the



*A tank under construction at the Pipavav terminal.*

growth strategy, the Company has now embarked on the construction of a 120,000 KL capacity liquid terminal and the construction of an additional 2,700 MT of gas storage capacity at Pipavav Port, Gujarat. Partial commissioning of 70,120 KL has been achieved towards the end of the year and the balance expansion project is expected to be commissioned in FY14-15. The project will facilitate catering to untapped markets in the west and north of India.

Upon completion of the projects as above, the Company will have over 500,000 KL storage capacity for liquids and over 850,000 MT annual throughput capacity for LPG.

### **Opportunities & Threats**

The Indian economy is a net importer of almost all forms of energy. This fact, coupled with the country's growing energy demand, has intensified the need for actively seeking private participation in the energy chain to bring in the required investment and technologies. There is therefore a huge potential for the expansion of pipelines, transportation and infrastructure segments.

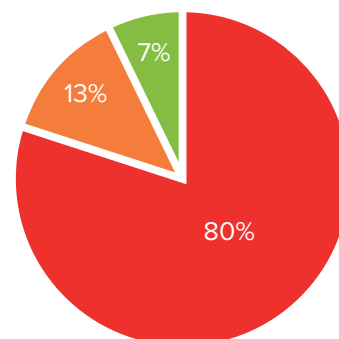
LPG demand and import is also expected to rise in the coming years due to larger requirement by the rural penetration of LPG on pan-India basis and the full impact of expected policy reforms curbing illegal diversion of cooking gas and deregulation of diesel and petrol prices.

The main threat and opportunity to the LPG industry arise from changes in government policy with regards to subsidized pricing of LPG and its substitutes. The main threat to the port based liquid terminalling business arises from changes to government policies on coastal regulations and inadequate port infrastructure.

### **Future Business Outlook**

Terminalling of liquids and gases is the main expertise of the Aegis Group and provides an important and stable source of Group profits.

### **EBITDA by Business Vertical (2013–14)**



- Terminalling
- LPG Sourcing
- LPG Retailing & Distribution

With the substantial investment in Pipavav and Haldia terminals, this is unlikely to change in the

near term. With continued growth in the demand for LPG, the sourcing services will also grow in the near term, while the retail and distribution will depend on government reform of the LPG subsidy regime. The Group continues to explore opportunities in the nascent O&M sector, as well as in the marketing of marine fuels.

#### **Internal Controls Systems and Adequacy**

The Company has a proper and adequate system of internal controls to ensure that all the assets are safeguarded, protected against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly. The company conducts audit of various departments based on an annual audit plan through an independent internal auditor and reports significant observations along with 'Action Taken Reports' to the Audit Committee from time to time. The views of the statutory auditors are also considered to ascertain the adequacy of the internal control system.

The Company regularly updates its risk management policy to protect the property, earnings, and personnel of the Company against losses and legal liabilities that might be incurred due to various risks.

#### **Occupational Health, Safety, and Environment**

The emphasis on OHSE continues at all the operations of the Group throughout India. The Company is committed to the best standards in safety and is continuously monitoring the matters related to this. In addition to monthly reviews by the management, The Company has formed a high level committee comprising of three directors and other Company executives, wherein the matters concerning the subject are discussed.

#### **Human Resources Development**

Aegis Group employs over 500 people. As the Company is growing fast, the emphasis is now on competence development of young managers and recruitment of middle management in specific areas to take care of the future growth envisaged in the business.

#### **Risks and Concerns**

Lack of port infrastructure facilities at major ports, inordinate delay in dredging, non-availability of port land, and inadequacy of inland terminals in the country continue to remain areas of concern for players in liquid terminalling business.

The illegal diversion of subsidized cooking gas to commercial and auto LPG sectors, long lead times for obtaining approvals for setting up liquid terminals or Auto LPG stations, and underdeveloped facilities for bunkering at ports remain concerns. The Company's operations are dependent on the respective port authorities and subject to change in the tax rates and government policy.

#### **Corporate Social Responsibility**

Aegis Group sponsors ANaRDe Foundation, a government accredited NGO. Acting through this Foundation, Aegis has continued to work actively in the area of rural development and poverty alleviation. The Foundation has been engaged in a focused initiative for the benefit of rural communities in India, including rural housing and sanitation, water resource management and micro finance initiatives for self help groups. Aegis donates over Rs. 2 Cr. per year to the ANaRDE Foundation in order to fulfill its commitment to corporate social responsibility.

#### **Forward Looking Statements**

This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures, and financial results, are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events.

The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

## Five Year Financial Report

<b>Operating Results</b>	<b>2009/10</b>	<b>2010/11</b>	<b>2011/12</b>	<b>2012/13</b>	<b>2013/14</b>
Operating Revenue	304.90	1811.11	4463.83	3981.64	<b>5030.87</b>
Earnings before Interest, Depreciation, Tax	77.23	86.72	128.59	134.64	<b>120.72</b>
Finance Cost including Forex/Hedging (net)	8.25	9.23	70.23	62.38	<b>18.64</b>
Depreciation	14.33	16.17	17.46	19.06	<b>22.18</b>
Profit before Tax	54.35	61.31	40.90	53.20	<b>79.90</b>
Tax	11.32	14.22	18.52	18.06	<b>11.22</b>
Profit after Tax	43.03	47.09	22.38	35.14	<b>68.68</b>
<b>Financial Position</b>					
Capital	18.77	33.40	33.40	33.40	<b>33.40</b>
Reserves (excluding Revaluation Reserves)	165.98	244.83	256.75	276.22	<b>316.77</b>
Net Worth	184.75	278.23	290.15	309.62	<b>350.17</b>
Minority Interest	–	0.74	3.44	4.99	<b>12.61</b>
Long Term Borrowings	94.43	95.87	85.36	118.23	<b>109.18</b>
Deferred Tax Liability (net)	20.12	18.58	18.49	18.72	<b>16.42</b>
Total Capital Employed	299.30	393.42	397.44	451.56	<b>488.38</b>
Net Fixed Assets (excluding Revaluation Reserves)	261.67	282.14	298.90	378.42	<b>461.50</b>
Non-Current Investments	4.46	1.48	10.05	10.03	<b>10.03</b>
Net Working Capital	33.17	109.80	88.49	63.11	<b>16.85</b>
Total Net Assets	299.30	393.42	397.44	451.56	<b>488.38</b>
<b>Ratios</b>					
EBITDA on Capital Employed*	27.66%	23.18%	34.24%	31.47%	<b>26.28%</b>
Debt : Equity	0.51	0.34	0.29	0.38	<b>0.31</b>

\*On expanded Capital w.e.f. 23.03.2011





# Notice

NOTICE is hereby given that the 57th Annual General Meeting of the Members of AEGIS LOGISTICS LIMITED will be held on Thursday, 31st July, 2014 at 11.30 a.m. at Fortune Park Galaxy, National Highway No.8, G.I.D.C., Vapi - 396 195, Gujarat to transact the following business:

## Ordinary Business

- 1** To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Directors and Auditors thereon.
- 2** To declare dividend on Equity Shares.
- 3** To appoint a Director in place of Mr. Anil M. Chandaria (DIN – 00055797), who retires by rotation and being eligible, offers himself for re-appointment.
- 4** To re-appoint Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the third consecutive Annual General Meeting hereafter and to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee and Board of the Company, Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No. 117366W/ W-100018), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the third consecutive Annual General Meeting hereafter (subject to ratification by the members at every Annual General Meeting held hereafter), at a remuneration and other terms as may be determined by the Audit Committee and finalised by the Board of Directors of the Company.”

## Special Business

### **5 Appointment of Mr. Dineshchandra J. Khimasia as an Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Dineshchandra J. Khimasia (DIN – 00011970), a non- executive Director of the Company appointed pursuant to the provisions of the Companies Act, 1956 and acting as an Independent Director in accordance with the clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose term of office is liable to retirement by rotation be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, for a term of five(5) consecutive years up to 31<sup>st</sup> March, 2019 pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.”

### **6 Appointment of Mr. Rajnikant J. Karavadia as an Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Rajnikant J. Karavadia (DIN – 00012257), a non-executive Director of the Company appointed pursuant to the provisions of the Companies Act, 1956 and acting as an Independent Director in accordance with the clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose term of office is liable to retirement by rotation be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, for a term of five(5) consecutive years

up to 31<sup>st</sup> March, 2019 pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.”

### **7 Appointment of Mr. Kanwaljit S. Nagpal as an Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Kanwaljit S. Nagpal (DIN – 00012201), a non-executive Director of the Company appointed pursuant to the provisions of the Companies Act, 1956 and acting as an Independent Director in accordance with the clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose term of office is liable to retirement by rotation be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, for a term of five(5) consecutive years up to 31<sup>st</sup> March, 2019 pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.”

### **8 Appointment of Mr. Rahul Asthana as an Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Rahul Asthana (DIN – 00234247), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29<sup>th</sup> May, 2014 and acting as an Independent Director in accordance with the clause 49 of the Listing Agreement entered into with the Stock Exchanges and who holds office upto the date of this Annual General Meeting in terms of section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, for a term of five(5) consecutive years up to 28<sup>th</sup> May, 2019 pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.”

### **9 Limit for borrowing of funds**

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

“RESOLVED THAT in supersession of all earlier resolutions passed by the Company in this regard the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) pursuant to Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) thereof and any rules thereof for the time being in force), and the Articles of Association of the Company, to borrow any sum or sums of money from any one or more banks and/or financial institutions and/or other entity/entities or authority/ authorities such financial assistance, of whatsoever nature, from time to time, as may be deemed appropriate by the Board for an amount not exceeding Rs.1000 crores (Rupees One Thousand Crores only), notwithstanding that the money so borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), if any, may exceed the aggregate for the time being of the paid up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee be and is hereby authorized to finalise, settle and execute such documents/deeds /writings/papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid”

**10 Creation of Charge/ Mortgage on Assets/ Undertakings of the company**

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

“RESOLVED THAT in supersession of all earlier resolutions passed in this regard, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) thereof and any rules thereof for the time being in force), and the Articles of Association of the Company, to mortgage and/or charge, in addition to the mortgages/ charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/ or immovable properties of the Company both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the Management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee/ Trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and Securities (comprising fully/partly Convertible Debentures and/ or Non Convertible Debentures with or without detachable or non detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia or prepayment, remuneration of the Agent(s)/Trustees, premium (if any) on the redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation /fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/ Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee/Trustee(s), in respect of the said loans/ borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board or Committee thereof and the Lender(s)/Agents/ Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee be and is hereby authorized to finalise, settle and execute such documents/deeds /writings/papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.”

**By order of the Board of Directors**

**Monica T. Gandhi**

Company Secretary & Chief Manager: Legal

Place: Mumbai

Dated: 29<sup>th</sup> May, 2014

## Notes

**1** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), relating to the Business as set out in Item nos. 5 to 10 of the Notice is annexed hereto.

**2** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE ON POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

**3** Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.

**4** Pursuant to Clause 49 of the Listing Agreement, the details of the Directors seeking re-appointment/ appointment at the ensuing Annual General Meeting are provided in the Corporate Governance Report.

**5** The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19<sup>th</sup> July, 2014 to Thursday, 31<sup>st</sup> July, 2014 (both days inclusive).

**6** The Dividend, as recommended by the Board, if approved at the ensuing Annual General Meeting will be paid to those members, whose names stand registered on the Company's Register of Members:

- i. As Beneficial Owners as at the end of business day on Friday, 18<sup>th</sup> July, 2014 as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in demat form.
- ii. As Members holding shares in Physical Mode as per Register of Members of the Company as on Friday, 18<sup>th</sup> July, 2014.

**7** i. Those Members who have not encashed their dividend warrants for the financial years 2006-07 to 2012-13 and interim dividend for the financial year 2013-14 are requested to return the time barred dividend warrants or forward their claims to the Company.

- ii. Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the financial year 2006-07 which shall remain unclaimed/unpaid for a period of 7 years is due for transfer to the Investor Education and Protection Fund constituted by the Central Government under Section 205C of the Companies Act, 1956. The year wise details of transfer of unclaimed dividend is given in the Corporate Governance Report.

- iii. It may be noted that once the unclaimed dividend is transferred to the Government, as above, no claim shall lie in respect of such amount against the Company/Investor Education Protection Fund.

**8** Securities & Exchange Board of India (SEBI) vide its Circular no. CIR/MRD/DP/10/2013 dated 21<sup>st</sup> March, 2013 has mandated all Companies to use approved electronic mode of payment for making cash payments such as Dividend to the Members (where core banking details are available) or to print the bank account details of the members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions

have failed or rejected by the Bank).

Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:

- i. The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
- ii. The Registrar & Share Transfer Agents of the Company (R&T) (in case of the shares held in Physical form).

**9** Members holding shares in demat mode may kindly note that any request for change of address or change of Email ID or change in bank particulars/mandates or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrars and Share Transfer Agents cannot act on any such request received directly from the Members holding shares in demat mode.

**10** Members holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential status etc. quoting their folio number(s) to Company's Registrar and Share Transfer Agent. Members are requested to note that as per the circular of Securities and Exchange Board of India (SEBI), for transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company/Registrar and Share Transfer Agent for registration of such transfer of shares.

**11** Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Registrar and Share Transfer Agent.

**12** Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent for consolidation into single folio.

**13** Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.

**14** Members are requested to:

- a. Bring their copies of the Annual Report at the time of attending the Annual General Meeting.
- b. Complete the attendance slip and deliver the same at the entrance of the meeting hall.
- c. Send their questions atleast 10 days in advance before the Annual General Meeting on any further information on accounts so as to enable the Company to answer their question satisfactorily.

**15** In keeping with Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically.

## E-voting

**i.** In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ('e-voting') to its members. The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide e-voting facilities and enabling the members to cast their vote in a secure manner. The e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the following voting period:

Commencement of e-voting	From 9.00 a.m. IST of 25 <sup>th</sup> July, 2014
End of e-voting	Up to 6.00 p.m. IST of 27 <sup>th</sup> July, 2014

During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the record date may cast their vote electronically. The record date for the purpose of e-voting is 13<sup>th</sup> June, 2014.

**ii.** The login ID and password for e-voting along with process, manner and instructions for e-voting are being sent simultaneously to the members who have not registered their e-mail IDs with the Company. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail by NSDL. The Communiqué of e-voting login ID & password containing process, manner and instructions forms integral part of the Notice.

**iii.** Members should cast their votes either by remaining present at the Annual General Meeting or through e-voting facility. In case the Member votes through e-voting and also physically at the meeting, then votes casted through e-voting shall be only taken into consideration and treated valid.

**iv.** The Company has appointed Mr. Prasen Naithani, Practicing Company Secretary, as scrutinizer (the 'Scrutinizer') for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

**v.** The Results shall be declared on the date of Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.aegisindia.com](http://www.aegisindia.com) and on the website of NSDL within two (2) days of passing the resolutions at the Annual General Meeting of the Company and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited

**By order of the Board of Directors**

**Monica T. Gandhi**

Company Secretary & Chief Manager: Legal

Place: Mumbai

Dated: 29th May, 2014

# Explanatory Statement Pursuant to the Provisions of Section 102 of the Companies Act, 2013

## Item No. 5 to 7 of Notice

The concept of appointment of Independent Directors has been introduced for the first time under the provisions of Companies Act, 2013 and was made effective from 1<sup>st</sup> April, 2014. However, your Company being a listed Company, by virtue of clause 49 of the Listing Agreement with Stock exchanges, was required to appoint requisite number of Independent Directors on the Board of Directors ("the Board") of the Company. Accordingly, Mr. Dineshchandra J. Khimasia, Mr. Rajnikant J. Karavadia and Mr. Kanwaljit S. Nagpal, Directors of the Company, whose appointment has already been approved by the Board and Members of the Company, are acting as Independent Directors in compliance with the listing requirement at the commencement of the Companies Act, 2013. However their terms are subject to liable by retirement by rotation as per erstwhile Companies Act, 1956.

Section 149 of the Companies Act, 2013 inter-alia provides that every listed public company shall have at least one-third of the total number of directors as Independent Directors and that every company existing on or before the date of commencement of this Act shall, within one year from such commencement or from the date of notification of the rules in this regard as may be applicable; comply with the said requirement.

Further Section 149 of the Companies Act, 2013, inter-alia, provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and their office will not be subject to retirement by rotation. It is further clarified that any tenure of an Independent Director on the date of commencement of this Act shall not be counted as a term of appointment of Independent Directors.

Based on the declaration received from Mr. Dineshchandra J. Khimasia, Mr. Rajnikant J. Karavadia and Mr. Kanwaljit S. Nagpal, Directors of the Company in terms of Section 149 (7) of the Companies Act, 2013, the Board is of the opinion that Mr. Dineshchandra J. Khimasia, Mr. Rajnikant J. Karavadia and Mr. Kanwaljit S. Nagpal fulfills the criteria of being appointed as Independent Directors as stipulated in Section 149 (6) of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 and Rules made thereunder and are also independent of the management.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of requisite amount proposing the candidature for appointment of aforesaid Directors as Independent Directors.

Details in respect of the aforesaid three Directors are furnished in the Corporate Governance Report. All are eminent personalities in their respective fields. Your Board considers that their continued association with the Company would be of immense benefit to the Company. In view thereof, the Board recommends for approval of the shareholders for the appointment of Mr. Dineshchandra J. Khimasia, Mr. Rajnikant J. Karavadia and Mr. Kanwaljit S. Nagpal, Directors of the Company as Independent Directors of the Company pursuant to the provisions of Companies Act, 2013 for a term of five (5) consecutive years upto 31<sup>st</sup> March, 2019 and to hold office which shall not be liable to determination by retirement of directors by rotation.

Copy of draft appointment letters of the aforesaid Directors setting out terms and conditions are available for inspection without any fee by the members at the Company's Registered Office during normal working hours on working days.

Concerned Directors are interested in their respective resolutions being related to their own appointments. Other than the aforesaid Directors, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolutions as set out in item nos.5 to 7 of the accompanying Notice.

The Board recommends the resolution set forth in item no. 5, 6 and 7 for the approval of members.

### **Item No. 8 of Notice**

As recommended by the Nomination and Remuneration Committee, the Board of Directors (“the Board”) of the Company at their meeting held on 29<sup>th</sup> May, 2014 appointed Mr. Rahul Asthana as an Additional Director pursuant to section 161 of the Companies Act, 2013, who shall hold office upto the ensuing Annual General Meeting of the Company.

Based on the declaration received from Mr. Rahul Asthana in terms of Section 149 (7) of the Companies Act, 2013, the Board is of the opinion that Mr. Rahul Asthana, fulfills the criteria of being appointed as Independent Directors as stipulated in Section 149 (6) of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 and Rules made thereunder and is also independent of the management.

Mr. Rahul Asthana is from Indian Administrative Service and served in the Government of India and Government of Maharashtra for 35 years. He has extensive experience in the management and implementation of Infrastructure projects in the country having worked as CEO of the Bombay Electric Supply and Transport (BEST), Chairman of the Mumbai Port Trust, Jt secy Department of Atomic Energy, and Secretary Energy Govt of Maharashtra. His last posting was as Metropolitan Commissioner MMRDA where he was responsible for the execution of large transport projects like the Metro and Monorail, Eastern Freeway and improving connectivity in Mumbai and the outlying areas. As Chairman of MbPT, he was instrumental in bringing about efficiency in port operations and implementation of PPP projects like the Offshore container Terminal. He was also instrumental in initiating power generation projects in 2007-08 which have now resulted in Maharashtra having surplus generating capacity. He retired from the IAS in 2013 and now works as an Independent Consultant and Advisor in the Infrastructure space. The Board is of the opinion and his experience, knowledge and expertise will augment the performance of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of requisite amount proposing the candidature of Mr. Rahul Asthana for the office of Independent Director.

As per the provisions of the Companies Act, 2013, the Board recommends for the approval of Members, the appointment of Mr. Rahul Asthana as an Independent Director of the Company for a period of five (5) consecutive years up to 28<sup>th</sup> May, 2019, who shall not be subject to retirement by rotation.

A copy of the draft letter of appointment of Mr. Rahul Asthana as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company’s Registered Office during normal business hours on working days.

No Director, key managerial personnel or their relative, except Mr. Rahul Asthana, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in item no. 8 for the approval of members.



## Item No. 9 of Notice

In terms of Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification(s) thereof and any rules thereof for the time being in force) and other applicable provisions, if any, the Board of Directors of the Company (the "Board") cannot, except with the consent of the members in the General Meeting by way of special resolution, borrow money (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), in excess of aggregate of paid up capital and its free reserves, not set apart for any specific purpose.

The Company had in its meeting held on 31<sup>st</sup> July, 2013 passed the ordinary resolution for borrowings upto an aggregate limit of Rs.1000 crores under the erstwhile section 293(1)(d) of the Companies Act, 1956. However, in view of the enactment of the Companies Act, 2013, the said resolution is required to be passed vide special resolution. Further, the Ministry of Company affairs have clarified vide their circular no. 4/ 2014 dated 25<sup>th</sup> March, 2014 that the resolution for borrowings and/or creation of security on assets of the Company passed under the erstwhile section 293(1)(d) of the Companies Act, 1956 shall remain valid for a period of one year only from the date of notification of section 180 of the Companies Act, 2013 i.e up to 11<sup>th</sup> September, 2014.

Your Directors are therefore of the opinion that the limit of the borrowing powers should continue to remain up to an amount of Rs. 1000 crores (Rupees One Thousand Crores only), which is exceeding aggregate of paid up capital and its free reserves, not set apart for any specific purpose.

In view of the above, a fresh resolution for borrowings is proposed to be passed vide special resolution as required as per section 180(1)(c) of the Companies Act, 2013

The Board recommends the Special Resolution as set out in item no. 9 of the Notice for approval of members of the Company.

None of the Directors or Key Management Personnel or their relatives are concerned or interested in the aforesaid resolution.

## Item No. 10 of Notice

A Resolution for seeking Members approval for borrowing of money (whether secured or unsecured) upto an overall limit of Rs.1000 crores, pursuant to Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification(s) thereof and any rules thereof for the time being in force) and other applicable provisions, if any is being placed before the Annual General Meeting. The Borrowing of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company (the "Board") from time to time, in consultation with the lender(s).

In terms of Section 180(1)(a) of the Companies Act, 2013 (including any statutory modification(s) thereof and any rules thereof for the time being in force) and other applicable provisions, if any, the Board cannot except with the consent of the Members in the General Meeting sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company, in favour of the lender(s), with a power to take over the Management of the business and concern of the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013. Hence, it is necessary for the Members to pass a special resolution under the said Section.

The earlier resolution that was passed in the meeting held on 31<sup>st</sup> July, 2013 for creation of charge/

mortgage on the assets of the Company had mention of erstwhile section 293(1)(a) of Companies Act, 1956 and also the resolution was passed as Ordinary resolution in place of Special resolution as required as per section 180(1)(a) of the Companies Act, 2013. Further, the Ministry of Company affairs have clarified vide their circular no. 4/ 2014 dated 25<sup>th</sup> March, 2014 that the resolution for borrowings and/or creation of security on assets of the Company passed under the erstwhile section 293 of the Companies Act, 1956 shall remain valid for a period of one year only from the date of notification of section 180 of the Companies Act, 2013 i.e. up to 11<sup>th</sup> September, 2014.

In view of the above, a fresh resolution for creation of charge/ mortgage on the assets of the Company is proposed to be passed vide special resolution as required as per section 180(1)(a) of the Companies Act, 2013.

The Board recommends the Special Resolution as set out in item no. 10 of the Notice for approval of members of the Company.

None of the Directors or Key Management Personnel or their relatives are concerned or interested in the aforesaid resolution.

**By order of the Board of Directors**

**Monica T. Gandhi**

Company Secretary & Chief Manager: Legal

Place: Mumbai

Dated: 29th May, 2014

# Directors' Report

## To the Members of the Company:

The Directors have pleasure in presenting the 57th Annual Report and Audited Statement of Accounts of the Company for the year ended 31st March 2014.

## Financial Performance

(Rs. in crores)

	Group Consolidated		Company Standalone	
	2013-14	2012-13	2013-14	2012-13
Revenue from Operation	5030.87	3981.64	370.85	383.77
Profit before Finance cost (as mentioned below), Depreciation and Tax *	120.72	134.66	55.90	70.82
Finance Cost {including Interest (Net), Hedging Cost & Foreign Exchange Loss (Gain)}	18.64	62.39	11.61	5.10
Depreciation	22.18	19.06	13.44	11.88
Profit before tax	79.90	53.21	30.85	53.84
Provision for taxation – Current Tax	13.53	17.83	11.09	14.96
– Deferred	(2.30)	0.23	0.34	(1.19)
Net Profit after tax	68.68	35.15	19.41	40.07
Less: Minority Interest	7.62	1.55	—	—
Net Profit for the Year	61.06	33.60	19.41	40.07
Balance in statement of Profit & Loss	182.98	168.98	203.09	181.69
Profit available for Appropriations	244.04	202.58	222.50	221.76
Less: Appropriations				
Transfer to General Reserves	(1.94)	(4.01)	(1.94)	(4.01)
Transfer to Debenture Redemption Reserve	(1.25)	—	(1.25)	—
Interim Dividend {Rs.2.50 (Previous Year Rs. 1.75) per share}	(8.35)	(5.84)	(8.35)	(5.84)
Corporate Dividend Tax thereon	(1.42)	(0.02)	(1.42)	(0.02)
Corporate Dividend Tax on Preference Share Dividend declared by a Subsidiary Company	—	(0.93)	—	—
Proposed Dividend – Final {Rs.2.75 (Previous Year Rs.2.25) per share}	(9.18)	(7.52)	(9.18)	(7.52)
Corporate Dividend Tax thereon	(1.56)	(1.28)	(1.56)	(1.28)
Closing Balance	220.34	182.98	198.80	203.09

\*Normalised EBITDA

## **Operating Performance:**

### **Company Standalone**

Revenue from operations decreased marginally by 3.37 % at Rs. 370.85 crores (previous year Rs. 383.77 crores). The Gross Profit (before net interest, depreciation, tax, hedging cost & foreign exchange loss (gain), PBIDT, decreased to Rs.55.90 crores (previous year Rs. 70.82 crores) on account of lower other income. Profit before Tax was at lower at Rs. 30.84 crores (previous year Rs.53.84 crores) and Profit after Tax decreased to Rs. 19.41 crores (previous year Rs. 40.07 crores) due to lower other income and increase in finance and depreciation cost.

### **Group Consolidated**

The Operating performance of the Group has shown improvement. The Revenue for the year increased to Rs. 5,030.87 crores (previous year Rs.3,981.64 crores). The Profit before Tax for the year rose to Rs. 79.90 crores (previous year Rs. 53.21 crores) an increase of 50% on year on year basis. The Profit after Tax for the year rose to Rs. 68.68 crores (previous year Rs.35.15 crores), an increase of 95 % on year-on year basis.

### **Liquid Segment**

Revenues of the group for Liquid Division were higher for the year by 21 % at Rs. 130.82 crores (previous year Rs.107.51 crores) due to an increase in capacity and better capacity utilization. Normalised EBITDA increased to Rs. 83.47 crores compared to Rs.61.23 crores in previous year, an increase of 36.32 %. The revenues and margins continued to remain strong.

### **Gas Segment**

The revenue for Gas Division during the year was Rs. 4,900.05 crores (previous year Rs. 3,874 crores). The revenues from LPG sourcing & terminalling improved largely due to higher off-take by the national oil companies during the year. The normalized EBITDA decreased to Rs. 60.47 crores as compared to Rs. 95.14 crores, mainly due to the decline in margins and also due to lower volumes handled in the retail and distribution business.

## **Outlook for the Group**

The oil, gas and chemical logistics business continues to show good potential as India's consumption of petroleum, LPG and chemicals increases.

The Company is poised to take advantage of these growth opportunities by setting up additional capacities of liquid and gas terminals at various ports with intermodal transport connectivity.

The Company follows a clear strategy: to build a necklace of oil, LPG and bulk liquid chemical terminals around the coastline of India at key ports and to develop a retail LPG distribution network of Autogas stations and packed cylinder distributors.

## **Dividend**

The company continues to evaluate and manage its dividend policy to build long term shareholder value. The Directors are pleased to recommend a final dividend of 27.5 % i.e. Rs. 2.75 per share aggregating to total dividend of 52.5 % i.e. Rs. 5.25 per share (including interim dividend of Rs.2.50 per share) for the year ended 31st March, 2014 (previous year Rs.4.00 per share), which if approved at the forthcoming Annual General Meeting will be paid to those equity shareholders of the Company whose names appear as per the Register of Members/ Depositories as on the Friday, 18<sup>th</sup> July, 2014.

## **New Projects and Expansion**

The Group has continued to expand its presence in ports across the country in the context of expectations of continued growth in the imports and exports of bulk liquids and gases.

The greenfield project of setting up a liquid terminal of 60,190 KL at Haldia has been completed and commissioned. The expanded facilities at Haldia shall enable the Company to service clients in the eastern and northeastern states of India, as well as Nepal.

The Pipavav - Phase I greenfield project was initiated in February 2013 to set up a liquid terminal of 1,20,000 KL and double storage capacity of the pressurized gases terminal to 5,400 MT. The Company has successfully part commissioned its liquids terminal six months ahead of the schedule. This project is well under way to full completion and will be fully commissioned during 2014-15. The expanded facilities at Pipavav Port will enable the Company to expand its horizons by catering to markets in northern and northwestern India. The port is close to the main maritime trade routes linking Europe & Middle East with Asia giving an opportunity to the Company to handle products for the countries from this region as well. Post expansion the total capacity is set to reach over 5,00,000 KL in the Liquid Division and about 8,50,000 MT of throughput capacity in the Gas Division

The Company has acquired bottling plants in south India to widen the gas retailing distribution network and which would also help in more cost effective logistics of autogas and packed cylinders.

## **Credit Rating**

The credit rating agency, Credit Analysis and Research Ltd. (CARE) has continued to assign a short term credit rating of "A1+" (A One Plus) and long term rating of AA- (Double A Minus). Pursuant to the change in the business model to reduce the impact of foreign exchange rate, the company is not exposed to currency fluctuation. The company hopes to upgrade the long term rating in the current financial year.

## **Subsidiary Companies**

The Company has nine wholly or partially owned subsidiaries as on 31st March 2014 having business akin and germane to the business of holding Company, whose details are given in the Annual Report and there has been no change in the nature of business of its subsidiaries during the year.

## **Consolidated Financial Statements**

In compliance with the directions by Ministry of Corporate Affairs, Govt. of India (MCA), the Consolidated Financial Statements of Aegis Group as provided in this Annual Report is prepared in accordance with the Accounting Standard (AS21) "CONSOLIDATED FINANCIAL STATEMENTS". The Consolidated Financial Statements include Financial Results of its Subsidiary Companies.

For information of members, a statement containing brief financial details of the Company's subsidiaries for the year ended 31st March 2014 is included in this Annual Report. The Annual Accounts of these subsidiaries will be made available to the holding and subsidiary companies' Members seeking such information at any point of time. The annual accounts of the subsidiary companies will also be kept for inspection by any Member at Head /Corporate Office of the Company and that of the subsidiary companies concerned.

## Fixed Deposits

During the year under review, the Company has not invited any fresh fixed deposits nor renewed any existing fixed deposits from its shareholders and general public. The outstanding fixed deposit as at the close of the financial year ended 31st March 2014 amounted to Rs. 0.41 crores.

The Company has paid deposits of Rs. 1.27 crores, which fell due for repayment during the financial year. However, an amount of Rs. 0.07 crores remained unclaimed by the depositors as at the close of accounting year. There were no overdue deposits other than those unclaimed at the year-end. There is no default in payment of interest and repayment of matured deposits & interest thereon by the Company.

## Corporate Governance

A report on Corporate Governance, as stipulated under Clause 49 of the Listing Agreement together with a certificate of compliance from the Auditors, forms part of this report.

## Management Discussion and Analysis

In compliance with Clause 49 of the Listing Agreement, a separate section on Management Discussion and Analysis, which also includes further details on the state of affairs of the Company, forms part of this Annual Report.

## Listing of Company's Securities

### Equity Shares

The Company's Equity Shares continue to remain listed with the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. and the stipulated Listing Fees for the financial year 2014-15 have been paid to both the Stock Exchanges.

### Non-convertible Debentures

The Company's Redeemable Non-Convertible Debentures are listed on the Wholesale Debt Market Segment of National Stock Exchange of India Ltd. and the stipulated Listing Fees for the financial year 2014-15 have been paid.

## Directors

Pursuant to section 152 of the Companies Act, 2013, Mr. Anil M. Chandaria, Director of the Company retires by rotation and being eligible, offers himself for re-appointment.

As per the provisions of Companies Act, 2013, Independent Directors are required to give a declaration that they meet the criteria of Independence in the first Board Meeting in which they participate as Director and thereafter at the first meeting of the Board in each financial year. Accordingly, existing Directors of the Company Mr. Dineshchandra J. Khimasia, Mr. Rajnikant J. Karavadia and Mr. Kanwaljit S. Nagpal have declared their status of independence as per the criteria laid down under section 149(6) of the Companies Act, 2013. The Board of Directors on recommendation of Nomination and Remuneration Committee has perused their declarations and has found them to be meeting the criteria of independence. Further, in view of their experience and expertise relevant to the Company's operations, your Directors has deemed it prudent to recommend to the shareholders at the ensuing Annual General Meeting their appointment as Independent Directors, not liable to retirement by rotation pursuant to the provisions of section 149, 152 read with schedule IV and other applicable provisions of the Companies Act, 2013.

The Board of Directors at their meeting held on 29<sup>th</sup> May 2014, on recommendation of Nomination and Remuneration Committee has appointed Mr. Rahul Asthana as Additional Director of the Company pursuant to section 161 of the Companies Act, 2013, who shall hold office up to the ensuing Annual General Meeting. Further declaration as to Independence as per the criteria laid down under section 149(6) of the Companies Act, 2013 has also been received from Mr. Rahul Asthana and noted by the Board of Directors. The Company has received requisite notice from a member proposing Mr. Rahul Asthana for appointment as Independent Director. Your Directors therefore recommend the appointment of Mr. Rahul Asthana as Independent Director at the ensuing Annual General meeting to hold office up to 5 (five) consecutive years up to 28<sup>th</sup> May 2019.

In compliance with the Clause 49 IV (G) of the Listing Agreement, brief resume of the Directors, their expertise and other details of Directors proposed to be appointed/ re-appointed are provided in the Corporate Governance Report. Appropriate resolutions for appointment/ re-appointment of the Directors are being placed for approval of the members at the ensuing Annual General Meeting.

Mr. Ratilal P. Chandaria ceased to be a Director of the Company with effect from 13<sup>th</sup> October 2013 due to his demise, and Mr. Vasant H. Pandya resigned from the Board of Directors of the Company with effect from 29<sup>th</sup> May 2014 due to his continued ill health. The Board of Directors sincerely acknowledges their efforts and places on record its deep sense of appreciation of valuable contributions made by them.

## **Auditors**

Pursuant to section 58 of the Limited Liability Partnership Act, 2008 ("LLP Act") read with General Circular No. 09/ 2013 dated 30<sup>th</sup> April, 2013 issued by Ministry of Corporate Affairs, the Auditors of the Company, M/s. Deloitte Haskins & Sells, Chartered Accounts, Mumbai (ICAI Firm Registration No. 117366W) has been converted into Limited Liability Partnership (LLP) with the name "Deloitte Haskins & Sells LLP" (ICAI Firm Registration No. 117366W/ W-100018) with effect from 20<sup>th</sup> November, 2013.

The Auditors of the Company M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai, holds office until the conclusion of the ensuing Annual General Meeting. As per the transition provisions of sections 139, 141 of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company recommends for members approval the re-appointment of the Auditors to hold office from the conclusion of this Meeting until the conclusion of the third consecutive Annual General Meeting hereafter (subject to ratification by the members at every Annual General Meeting). The Company has received a written consent and a certificate from the Auditors to the effect that their reappointment, if made, would be in accordance with the provisions of the Companies Act, 2013 and that they are not disqualified for such re-appointment.

## **Occupational Health, Safety & Environment**

The Company is holding ISO-9001 (2008), ISO-14001 (2004) and OHSAS-18001 (2007) certifications and thereby meets all quality, environmental and safety standards specified under these Certifications.

The company carries out a monthly review of health, safety and environment compliance for all sites and carries out regular mock drills and emergency preparedness tests. The company carried out various competitions like slogans, posters, 'spotting the hazards' to create awareness of safety amongst all levels of employees, contract workmen and also transporters.

World Environment Day, June 5<sup>th</sup>, was celebrated by planting 75 Saplings at the Terminals in Mumbai. The Group increased the recycling of water to reduce fresh water consumption.

## **Conservation of Energy, Technology Absorption, Exports & Foreign Exchange Earnings and Outgo**

Details of energy conservation and research and development activities undertaken by the Company along with the information in accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, to the extent as are applicable to the Company, are given in Annexure 'A' to the Directors' Report.

## **Particulars of Employees**

In terms of the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended, the name and other particulars of the employees are required to be set out in the Annexure to the Directors Report. However as per the provisions of Section 219(1)(b)(iv) of the said Act, the Annual Report excluding the aforesaid information is being sent to all the Members of the Company and others entitled thereto. Members who are interested in obtaining such particulars may write to the Company at its Corporate Office.

## **Directors' Responsibility Statement**

The Directors would like to inform the Members that the Audited Accounts for the financial year ended 31st March 2014 are in full conformity with the requirement of the Companies Act, 1956. The Financial Accounts are audited by the Statutory Auditors, Messrs Deloitte Haskins & Sells LLP.

### **The Directors further confirm that:**

- i. In the preparation of the Annual Accounts, the applicable accounting standards have been followed;
- ii. The accounting policies are consistently applied and reasonable, prudent judgment and estimates are made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that year;
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors have prepared the Annual Accounts on a 'going concern' basis.

## **Appreciation**

Your Directors place on the record their appreciation of the contribution made by the employees at all levels who, through their competence, diligence, solidarity, co-operation and support, have enabled the Company to achieve the desired results during the year.

The Board of Directors gratefully acknowledge the assistance and co-operation received from the authorities of Port Trust, Bankers, Central and State Government Departments, Shareholders, Suppliers and Customers.

### **For and on behalf of the Board**

Place: Mumbai  
Dated: 29<sup>th</sup> May, 2014

**Raj K. Chandaria**  
Vice Chairman &  
Managing Director

**Anish K. Chandaria**  
Managing Director & CEO



# Annexure A to the Directors Report

*(Information under Section 217 (1) (e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2014)*

## **A Conservation of Energy**

- a. Energy conservation measures taken and impact of the same for reduction of energy consumption:

The Company has taken following measures for energy conservation at the factories:

1. The energy consultant completed first phase of energy conservation project. Some recommendations like thermal storage system for existing refrigeration system and compressed air system have energy saving potential.
  2. Replacement of conventional bulbs to compact fluorescent lamps (CFLs).
  3. Replacement of old air conditioners (without star ratings) to newer energy efficient models.
- b. Additional investment and proposal being implemented for reduction of consumption of energy. At the Company's terminal, efficacy of recommendations given by the Energy Consultant are being evaluated and planning is in process for implementation of the same.
- c. Total energy consumption and energy consumption per unit of production as per Form A of the Rules is not applicable to the Company.

## **B Technology Absorption**

Efforts made in technology absorption as per Form 'B' of the Rules are enclosed.

## **C Foreign Exchange Earnings and Outgo**

Foreign Exchange Earnings & Outgo are provided in the Notes forming part of the Accounts.

## Form B

### Form for Disclosure of particulars with Respect to Technology Absorption 2013 – 2014

#### Research and Development (R&D)

The Company is not engaged in manufacturing activities and as such there is no specific R&D Project undertaken.

#### Technology adoption and Innovation

The Company is taking various measures towards technology up gradation and innovation from time to time viz. Installation of Automatic Power Factor Correction Panel, Mass Flow Meters, and PLC System etc.

No new Technology is imported during the financial year.

**For and on behalf of the Board**

**Raj K. Chandaria**  
Vice Chairman &  
Managing Director

**Anish K. Chandaria**  
Managing Director & CEO

Place: Mumbai  
Dated: 29<sup>th</sup> May, 2014

# Report on Corporate Governance

## 1 Company's philosophy on code of governance

The Company believes in transparency, professionalism and accountability, the guiding principles of corporate governance. The good corporate governance generates goodwill amongst all its stakeholders including business partners, customers, employees and investors, earns respect from society and brings about a consistent sustainable growth for the Company and its investors.

Your Company is focused to operate within the well accepted parameters of ethics and integrity and constantly endeavors to adopt best practices of Corporate Governance and improve on these aspects on an ongoing basis. In order to achieve this objective, the Company is driven by the two guiding principles i.e. improving the effectiveness of the Board of Directors in supervising management; and improving the quality of information and communication with our stakeholders.

The Company is in compliance with the Corporate Governance norms stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges.

## 2 Board of Directors

### a. Composition of Board

As on date, the Board of Directors of the Company comprises of 8 (Eight) Directors including a Non-Executive Chairman, Vice Chairman & Managing Director, Managing Director & CEO and other Non-Executive Directors. These Directors bring in a wide range of skills and experience to the Board. None of the Directors on the Board is a member on more than 10 (Ten) Committees and Chairman of more than 5 (five) committees as specified under clause 49 of the Listing Agreement, across all the Public Companies in which they are Directors. The necessary disclosures regarding Committee positions have been made by the Directors.

Details of the Directorship, Membership and Chairmanship in other companies for each Director of the Company and their shareholdings and attendance at the meetings for the financial year ended on 31st March, 2014 are as follows

Sr. No.	Director Name	Shares Held	Category	Attendance Particulars		# Directorships in other Public Companies	Committee Positions across all public companies (incl. Aegis Logistics Limited)^	
				Board Meetings	AGM		Chairman	Member
1.	Mr. Kapoorchand M. Chandaria (Chairman) (DIN – 00280405)	—	NED-NI-C	2	Yes	5	2	1
2.	Mr. Raj K. Chandaria (Vice Chairman & Managing Director) (DIN – 00037518)	—	ED-NI-VC	3	—	7	—	2

3.	Mr. Anish K. Chandaria (Managing Director & CEO) (DIN – 00296538)	—	ED-NI	4	Yes	7	1	1
4.	Mr. Anil M. Chandaria (DIN – 00055797)	—	NED-NI	—	—	—	—	—
5.	Mr. Ratilal P. Chandaria *	—	NED-I	—	—	1	—	—
6.	Mr. Dineshchandra J. Khimasia (DIN – 00011970)	—	NED-I	4	Yes	4	3	3
7.	Mr. Rajnikant J. Karavadia (DIN – 00012257)	36	NED-I	3	Yes	—	—	2
8.	Mr. Kanwaljit S. Nagpal (DIN – 00012201)	600	NED-I	4	Yes	4	—	6
9.	Mr. Vasantrai H. Pandya**	—	NED-I	3	—	2	1	—
10.	Mr. Rahul D. Asthana *** (DIN – 00234247)	—	NED-I	N.A.	N.A.	1	—	1

\* Due to the demise of Mr. Ratilal P. Chandaria on 13<sup>th</sup> October, 2013, he ceased to be the Director of the Company.

\*\* Mr. V. H. Pandya resigned as a Director w.e.f. 29<sup>th</sup> May, 2014

\*\*\* Mr. Rahul Asthana was appointed as an Additional Director (under the category Non Executive Independent) on Board of Directors of the Company w.e.f. 29<sup>th</sup> May, 2014, whose appointment shall be subject to approval by Members at the Annual General Meeting.

NED–NI-C: Non-Executive Director - Non Independent - Chairman

ED-NI-VC: Executive Director - Non Independent - Vice Chairman

ED-NI: Executive Director - Non Independent

NED-NI: Non-Executive Director - Non Independent

NED–I: Non-Executive Director - Independent

# Excludes Alternate Directorships and directorships in private companies, foreign companies and Section 25 companies.

^ Represents Memberships / Chairmanships of Audit Committee and Shareholders'/ Investors' Grievance Committee of other public companies.

Mr. Kapoorchand M. Chandaria, Mr. Raj K. Chandaria, Mr. Anish K. Chandaria and Mr. Anil M. Chandaria, Directors of the Company are related to each other.

#### b. Board procedure and Access to information

The Board of Directors (the "Board") is responsible for the management of the business of the Company and meets regularly for discharging its role and functions.

The Board of the Company reviewed all information provided periodically for discussion and consideration at its meetings as provided under the Companies Act, 1956 (including any amendment

and re-enactment thereof) and Clause 49 of the Listing Agreement. Further, the Board is also apprised of all the developments in the Company.

Detailed Agenda is circulated to the Directors in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussion at the meetings. Where it is not practicable to enclose any document to the agenda, the same is placed before the meeting. In special and exceptional circumstances, additional item(s) on the agenda are permitted to be discussed at the Meeting.

The Board meets at least once in a quarter to review the quarterly results and other items on the agenda. Additional meetings are held, when necessary. The meetings of the Board are generally convened at the Company's Corporate Office at Mumbai. In case of urgency or when the Board meeting is not practicable to be held, the matters are resolved via Circular Resolution, which is then noted by the Board in its next meeting.

The Independent Directors play an important role in deliberations at the Board and Committee meetings and bring to the Company their expertise in the fields of business, commerce, finance, management and law.

The minutes of the Board Meetings are circulated in advance to all Directors and confirmed at subsequent Meeting.

The Board also reviews the declarations made by the Managing Director/ Chief Financial Officer/Unit Head of the Company regarding compliance of all applicable laws on a quarterly basis.

**c. Board Meetings**

During the year ended 31st March, 2014, four Board Meetings were held. These were held on:

1. 30th May, 2013
2. 31st July, 2013
3. 30th October, 2013
4. 6th February, 2014

**d. Code of Business Conduct and Ethics for Board of Directors and Senior Management**

The Company has in place the Code of Business Conduct and Ethics for Board of Directors and Senior Management (the Code) approved by the Board of Directors. The Code has been communicated to Directors and the members of the senior management.

The Code has been displayed on the Company's website [www.aegisindia.com](http://www.aegisindia.com).

All the Board members and senior management have confirmed compliance with the Code for the year ended 31st March, 2014. A declaration to this effect signed by the Managing Directors forms part of this Annual Report.

**e. Brief Note on the Directors seeking appointment/re-appointment at the 57th Annual General Meeting**

In compliance with Clause 49 IV (G) of Listing Agreement, brief resume, expertise and details of other directorships, membership in committees of Directors of other companies and shareholding in the Company of the Directors proposed to be re-appointed are as under:

<b>Name of the Director</b>	<b>Mr. Anil M. Chandaria</b>	<b>Mr. Dineshchandra J. Khimasia</b>	<b>Mr. Rajnikant J. Karavadia</b>	<b>Mr. Kanwaljit S. Nagpal</b>	<b>Mr. Rahul Asthana</b>
<b>DIN</b>	00055797	00011970	00012257	00012201	00234247
<b>Date of Birth</b>	04/05/1935	13/08/1941	01/03/1947	21/11/1969	18/02/1953
<b>Date of Appointment as Director</b>	1/09/1982	25/08/1999	25/08/1999	31/01/2003	29/05/2014
<b>Qualification</b>	B.Sc. (Eco), MBA	B.Com, Law	B.Com, IICWA	B.Com	B.Tech (Aero. Eng., MBA)
<b>Brief resume &amp; Expertise in specific functional areas</b>	<p>Mr. Anil M. Chandaria, aged 79 years, has a B.Sc. (Economics) Degree from London School of Economics and MBA from Harvard Business School, Cambridge, U.S.A. He is a Director of the Company since 1982. Mr. Anil Chandaria has extensive work experience in Management Position for over four decades in Tanzania, Kenya, United Kingdom, Belgium, Thailand and India as well.</p>	<p>Mr. D. J. Khimasia, aged 73 years, is a Commerce and Law Graduate. He is a Businessman by profession and a Trader in Agricultural Produce. He has several years experience in the field of Bulk Drugs, Plastics and Textiles.</p>	<p>Mr. R. J. Karavadia, aged 67 years, has been associated with the Company as Director since 1999. Mr. R. J. Karavadia is a B.Com and I.I.C.W.A. He has several years of experience in the field of Production Personnel, Finance, Marketing, Purchase etc. He has held senior position in various Companies. Presently he is carrying on his own business as an indenter for Importers &amp; Exporters of Chemicals and Minerals.</p>	<p>Mr. Kanwaljit S. Nagpal, aged 44 years, has been associated with the Company as Director since 1999. He is a Commerce Graduate from Mumbai. He has experience of over a decade in the business of Chemicals, Bulk Drugs, Solvents, different types of Oils etc. and is also into the business of plastic moulding.</p>	<p>Mr Rahul Asthana belongs to the Indian Administrative Service and served in the Government of India and Government of Maharashtra for 35 years. He has extensive experience in the management and implementation of Infrastructure projects in the country having worked as CEO of the Bombay Electric Supply and Transport (BEST), Chairman of the Mumbai Port Trust, Jt secy Department of Atomic Energy, and Secretary Energy Govt of Maharashtra. His last posting was as Metropolitan Commissioner MMRDA where he was responsible for the execution of large transport projects like the Metro and Monorail, Eastern Freeway and improving connectivity in Mumbai and the outlying areas. As Chairman of MbPT, he was instrumental in bringing about efficiency in port operations and implementation of PPP projects like the Off-shore container Terminal. He was also instrumental in initiating power generation projects in 2007-08 which have now resulted in Maharashtra having surplus generating capacity. He retired from the IAS in 2013 and now works as an Independent Consultant and Advisor in the Infrastructure space.</p>

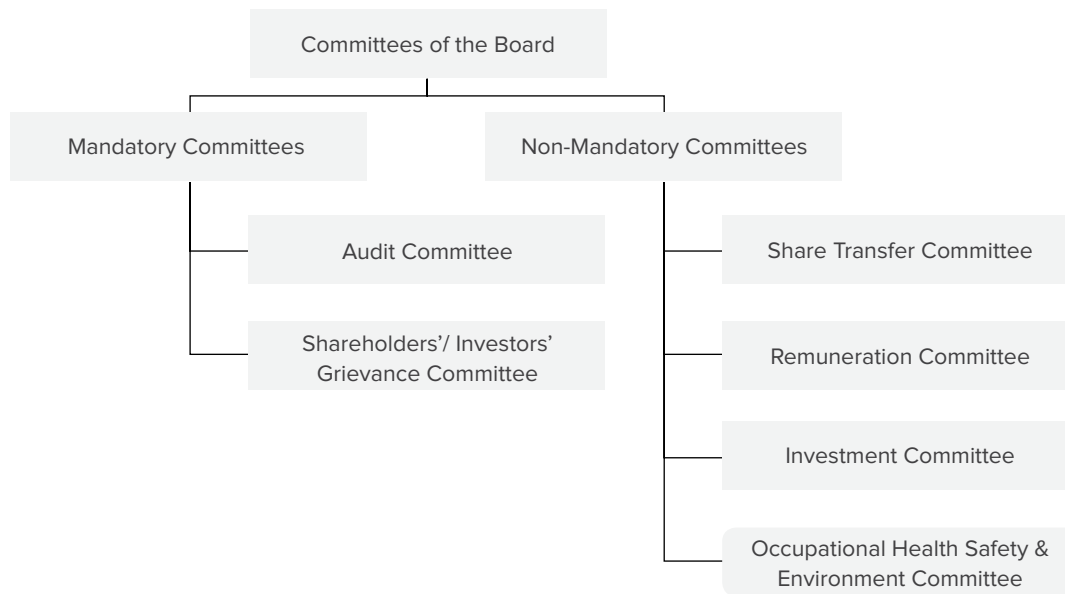
Name of the Director	Mr. Anil M. Chandaria	Mr. Dineshchandra J. Khimasia	Mr. Rajnikant J. Karavadia	Mr. Kanwaljit S. Nagpal	Mr. Rahul Asthana
<b>*Directorships in other Public Limited Companies</b>	Nil	<ul style="list-style-type: none"> <li>Sea Lord Containers Ltd.</li> <li>Hindustan Aegis LPG Ltd.</li> <li>Konkan Storage Systems (Kochi) Pvt. Ltd.</li> <li>Aegis Gas (LPG) Pvt. Ltd.</li> </ul>	Nil	<ul style="list-style-type: none"> <li>Sea Lord Containers Ltd.</li> <li>Hindustan Aegis LPG Ltd.</li> <li>Konkan Storage Systems (Kochi) Pvt. Ltd.</li> <li>Aegis Gas (LPG) Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>Binani Industries Ltd.</li> </ul>
<b>**Committee Positions held in Companies (including Aegis Logistics Limited) C - Chairman M - Member</b>	<u>Audit Committee</u> Nil <u>Shareholder</u> <u>Grievance</u> <u>Committee</u> Nil	<u>Audit Committee</u> <ul style="list-style-type: none"> <li>Aegis Logistics Ltd. (C)</li> <li>Sea Lord Containers Ltd. (C)</li> <li>Hindustan Aegis LPG Ltd. (M)</li> <li>Aegis Gas (LPG) Pvt. Ltd. (M)</li> </ul> <u>Shareholder</u> <u>Grievance</u> <u>Committee</u> <ul style="list-style-type: none"> <li>Aegis Logistics Ltd. (M)</li> <li>Sea Lord Containers Ltd. (C)</li> </ul>	<u>Audit Committee</u> <ul style="list-style-type: none"> <li>Aegis Logistics Ltd. (M)</li> </ul> <u>Shareholder</u> <u>Grievance</u> <u>Committee</u> <ul style="list-style-type: none"> <li>Aegis Logistics Ltd. (M)</li> </ul>	<u>Audit Committee</u> <ul style="list-style-type: none"> <li>Aegis Logistics Ltd. (M)</li> <li>Sea Lord Containers Ltd. (M)</li> <li>Hindustan Aegis LPG Ltd. (M)</li> <li>Aegis Gas (LPG) Pvt. Ltd. (M)</li> </ul> <u>Shareholder</u> <u>Grievance</u> <u>Committee</u> <ul style="list-style-type: none"> <li>Aegis Logistics Ltd. (M)</li> <li>Sea Lord Containers Ltd. (M)</li> </ul>	<u>Audit Committee</u> Binani Industries Ltd. <u>Shareholders Grievance</u> <u>Committee</u> NIL
<b>No. of shares held in the Company</b>	Nil	Nil	36	600	Nil

\* Excludes Alternate Directorships and directorships in private companies, foreign companies and section 25 companies.

\*\* Represents Memberships / Chairmanships of Audit Committee and Shareholders'/ Investors' Grievance Committee of Public Companies

#### f. Board Committees

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board has constituted a set of Committees with specific terms of reference/ scope. The Board has established various Mandatory Committees such as Audit Committee, Shareholders'/ Investors' Grievance Committee and Non-mandatory Committees such as Share Transfer Committee, Remuneration Committee, Investment Committee and Occupational Health Safety & Environment Committee. The minutes of the meetings of all committees are placed before the Board from time to time for discussion/ noting/ ratification.



### 3 Audit Committee

#### a. Composition, Meetings & Attendance

Audit Committee for the year ended 31<sup>st</sup> March, 2014 comprised of four Non- Executive Directors, out of which three are Independent Directors. Mr. Dineshchandra J. Khimasia, Chairman of the Committee is an Independent and Non-Executive Director. All the members of the Audit Committee have adequate accounting and financial knowledge and the composition of the Committee was in compliance of section 292A of the Companies Act, 1956 and is also in compliance with the requirements of Section 177 of the Companies Act, 2013 read Clause 49 of the Listing Agreement with the Stock Exchanges.

The Managing Directors, Statutory Auditors, Chief Financial Officer are invited to attend meetings of the Audit Committee. The Internal Auditor and other executives are also invited, as may be considered appropriate at the meetings of the Audit Committee.

The Company Secretary acts as the Secretary to the Audit Committee.

Details of the Committee meetings, Composition and attendance by the members of the committee during the financial year ended 31<sup>st</sup> March, 2014 are given in the table below:

Members	Category	No. of Meetings		Date of Audit Committee Meetings
		Attended		
Mr. Dineshchandra J. Khimasia (Chairman)	NED-I	4		30/05/2013
Mr. Kapoorchand M. Chandaria	NED-NI	2		31/07/2013
Mr. Kanwaljit S. Nagpal	NED-I	4		30/10/2013
Mr. Rajnikant J. Karavadia *	NED-I	2		06/02/2014

\* Mr. Rajnikant J. Karavadia was inducted as a Member in the Audit Committee of the Company w.e.f. 31/07/2013.

NED-NI: Non Executive Director — Non Independent

NED-I: Non Executive Director — Independent



**b. Terms of Reference**

The terms of reference, role and scope of the Audit Committee covered the matters specified under Clause 49 of the Listing Agreement read with Section 292A of the Companies Act, 1956 such as overseeing of the Company's financial reporting process, recommending the appointment/ re-appointment of Statutory Auditors and fixation of their fees, reviewing quarterly, half yearly and annual financial statements, changes in accounting policies & practices, compliances with the accounting standards, related party transactions, if any, review of uses/ application of funds raised through an issue i.e. public issue, rights issue, preferential issue, etc before they are submitted to the Board of Directors. The Committee also reviews Management Discussion and Analysis of financial condition and results of operations.

The Audit Committee's functions include reviewing the internal audit reports, adequacy of the internal audit functions, its structure, reporting process, audit coverage and frequency of internal audits. The responsibility of the Committee is to also review the findings of any internal investigation by the internal auditors in matters relating to suspected fraud or irregularity or failure of internal control systems of material nature, if any and report the same to the Board.

## 4 Remuneration Committee

**a. Composition, Meetings and Attendance**

The Remuneration Committee during the year ended 31st March, 2014 comprised of the following members:

<b>Members</b>	<b>Category</b>	<b>No. of Meetings Attended</b>
Mr. Dineshchandra J. Khimasia	NED-I	1
Mr. Rajnikant J. Karavadia	NED-I	1
Mr. Kanwaljit S. Nagpal	NED-I	1

*NED-I: Non Executive Director – Independent*

Committee members present elect Chairman amongst themselves at their meeting. Remuneration Committee Meeting was held on 30<sup>th</sup> May, 2013 for considering and recommending remuneration by way of Commission payable to Mr. Raj. K. Chandaria, Vice Chairman & Managing Director and Mr. Anish K. Chandaria, Managing Director & CEO of the Company for the year 2012-13.

The Company Secretary acts as the Secretary to the Remuneration Committee.

**b. Terms of Reference**

The Remuneration Committee had been constituted as per erstwhile provisions of the Companies Act, 1956 to review the performance of the Managing Directors and recommend to the Board the overall compensation/ commission payable to Managerial Personnel viz. Managing Director / Executive Director / CEO/ Manager within the overall limits prescribed under the Companies Act, 1956, subject to other necessary approvals.

**c. Executive Director's Compensation**

There is no remuneration being paid to the Managing Directors under schedule XIII of the Companies Act, 1956 except Commission which is approved by the Board of Directors and the Shareholders. The commission payable to the Managing Director is considered and recommended by the Remuneration Committee of the Board of Directors.

The Shareholders had approved payment of commission @ not exceeding 5% of the profits u/s. 198 of the Companies Act, 1956. The Board of Directors, based on the recommendation of the

Nomination & Remuneration Committee, have approved the payment of Rs.170 lacs, which is within 5 % of the profit u/s. 198 of the Companies Act, 1956 for the year ended 31st March, 2014 to each of the Managing Directors.

	<b>Commission payable Amount (Rs. in lacs)</b>
Mr. Raj K. Chandaria, Vice-Chairman & Managing Director	170
Mr. Anish K. Chandaria, Managing Director & CEO	170

The tenure of appointment of Managing Directors is for a period of five years w.e.f. 1st April, 2013. If Managing Directors wish to resign/withdraw from the services of the Company an advance notice of six months is required, provided that the Board may waive the notice period.

No shares have been allotted under the ESOP till date nor are any stock options granted to any of the Directors/ Employees during the financial year under review.

**d. Non-Executive Directors' Compensation and disclosures**

Apart from sitting fees that are paid to the Non-Executive and Independent Directors for attending Board /Committee Meetings, no other fees/ commission was paid during the year ended 31st March, 2014. During the period under review, there was no pecuniary relationship or business transaction by the Company with Non-Executive Directors.

Sitting fees payable to the Directors for attending each meeting of the Board is Rs.15,000/-. The sitting fees paid for attending the meetings of the Audit Committee, Investors' Grievance Committee and Share Transfer Committee is Rs.1,000/- each. The sitting fees paid to non-executive Director for attending the meeting of the Occupational Health Safety & Environment Committee is Rs.20,000/-. The total amount of sitting fees paid during the financial year 2013-14 to Non-Executive Directors are as under :

<b>Name of the Director</b>	<b>Sitting fees (Rs.)</b>	<b>Remuneration (Rs.)</b>	<b>Total (Rs.)</b>
Mr. Kapoorchand M. Chandaria	43,000	—	43,000
Mr. Anil M. Chandaria	—	—	—
Mr. Dineshchandra J. Khimasia	1,00,000	—	1,00,000
Mr. Rajnikant J. Karavadia	53,000	—	53,000
Mr. Kanwaljit S. Nagpal	3,45,000	—	3,45,000
Mr. Vasantraj H. Pandya	45,000	—	45,000

## 5 Shareholders'/ Investors' Grievance Committee.

**a. Composition, Meetings & Attendance**

The details of Committee Meetings, Composition and attendance by the members of the Committee during the financial year ended 31st March, 2014 are given in the table below:

<b>Members</b>	<b>Category</b>	<b>No. of Meetings Attended</b>	<b>Date of Shareholders'/ Investors' Grievance Committee Meetings</b>
Mr. Kapoorchand M. Chandaria (Chairman)	NED-NI	4	30/05/2013
Mr. Dineshchandra J. Khimasia	NED-I	2	31/07/2013
Mr. Kanwaljit S. Nagpal	NED-I	4	30/10/2013
Mr. Rajnikant J. Karavadia *	NED-I	2	06/02/2014

\* Mr. Rajnikant J. Karavadia was inducted as a Member in the Shareholders' /Investors' Grievance Committee of the Company w.e.f. 31/07/2013.

NED-NI: Non Executive Director — Non Independent

NED-I: Non Executive Director — Independent

#### b. Terms of Reference

The Shareholders'/Investors' Grievance Committee (which is now renamed as Stakeholders Relationship Committee) is constituted to oversee Shareholders'/Investor Grievance and its redressal and overview the functions of Registrar & Share Transfer Agents.

#### c. Name & Designation of the Compliance Officer

Ms. Monica T. Gandhi, Company Secretary & Chief Manager: Legal of the Company acts as Compliance Officer of the Company.

#### d. Shareholders complaints

The total number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up is provided as under:

<b>Type of Complaints</b>	<b>No. of Complaints</b>		
	<b>Received</b>	<b>Resolved</b>	<b>Pending</b>
Non receipts of Demat Credit	0	0	0
Non receipt of Allotment Advise/ Refund Orders	0	0	0
Non receipt of Share Certificate(s)	1	1	0
Non receipt of Annual Report	0	0	0
Non receipt of Dividend on Shares	2	2	0
	<b>3</b>	<b>3</b>	<b>0</b>

## 6 Other Committees

In addition to the above Committees, the Board has constituted 3 more non-mandatory Committees, viz. Share Transfer Committee, Investment Committee and Occupational Health Safety & Environment Committee, wherein the terms of reference/ scope have been prescribed by the Board of Directors of the Company. The meetings of the said committees are held as and when necessary and the minutes of the same are placed at meeting of the Board of Directors for its noting.

## 7 Information on Shareholders' Meetings

a. Location and time where the Annual General Meetings were held in last 3 years:

<b>Year</b>	<b>Date</b>	<b>Location</b>	<b>Time</b>
31/03/2011	29/07/2011	Hotel Fortune Park Galaxy, National Highway No.8, G.I.D.C., Vapi - 396 195, Dist. Valsad, Gujarat	11.00 a.m.
31/03/2012	31/07/2012	Same as above	11.00 a.m.
31/03/2013	31/07/2013	Same as above	11.30 a.m.

b. No Special Resolution was passed in the previous three Annual General Meetings (AGM). Also no Special Resolution was passed last year through Postal Ballot.

c. No Special Resolution at present, is proposed to be passed through Postal Ballot.

## 8 Subsidiary Companies

The Company has following subsidiary/ wholly owned subsidiaries:

1. Sea Lord Containers Limited
2. Konkan Storage Systems (Kochi) Private Limited
3. Aegis Gas (LPG) Private Limited
4. Hindustan Aegis LPG Limited
5. Aegis Terminal (Pipavav) Limited
6. Aegis LPG Logistics (Pipavav) Limited
7. Eastern India LPG Company Private Limited
8. Aegis Group International PTE Limited, Singapore
9. Aegis International Marine Services PTE Limited, Singapore

The Company is in compliance with corporate governance clause 49(III) of the Listing Agreement with regard to its subsidiary companies. The Board of Directors of the Company regularly reviews the minutes of the Board Meetings, financial statements (in particular investments made) and significant transactions and arrangements entered into by the unlisted subsidiary companies. The Audit Committee reviews the financial statements, in particular, the investments made by the unlisted Subsidiary Company.

## 9 Disclosures

### a. Related party Transactions

There were no materially significant related party transactions with its Promoters, Directors, the Management or relatives that have a potential conflict with the interests of the Company at large.

The transactions with the related parties as per requirements of Accounting Standard 18 (AS18) "Related Party Disclosures" are disclosed in the Notes to the Accounts in the Annual Report.

### b. Compliances by the Company

The Company has complied with all the requirements of the Stock Exchange(s) or Securities and Exchange Board of India or any Statutory Authority on matters related to capital markets, as applicable from time to time.

c. No penalty was imposed or strictures passed against the Company by the Stock Exchanges or SEBI or any statutory authorities on any matter related to capital markets during last three years.

- d. The Company has placed before the Audit Committee the statement of utilization of funds raised through preferential issue on quarterly/ annual basis.
- e. The Company follows the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs). The company has not adopted a treatment different from that prescribed in any Accounting Standard, in the preparation of financial statements.
- f. The Managing Director and Chief Financial Officer of the Company have certified to the Board on financial and other matters in accordance with Clause 49(V) of the Listing Agreement for the financial year ended 31st March, 2014.
- g. Presently the Company does not have a formal Whistle Blower Policy. However all the Company's personnel are free to approach any Management Member/ Audit Committee for any concern.
- h. The Board of Directors of the Company evaluates and assesses the major risks and the risk minimization procedures and its implementation, from time to time.
- i. The Company has complied with the applicable mandatory requirements in terms of Clause 49 of the Listing Agreement.
- j. The Company during the year ended 31<sup>st</sup> March, 2014 has fulfilled the following non-mandatory requirements as prescribed in Annexure 1D to Clause 49 of the Listing Agreement with the Stock Exchanges :
- i. The Company has set up a Remuneration Committee as stated under appropriate heading detailed in this report.
  - ii. The Company has a non-executive Chairman.
  - iii. The Company continues to have a regime of unqualified financial statements.

## 10 Means of Communication

- a. Stock Exchange Intimation: The unaudited quarterly financial results are announced within forty five days from the end of each quarter and the audited annual results are announced within 60 days from the end of the last quarter. The aforesaid financial results, after being taken on record by the Audit Committee and Board of Directors, are communicated to the Stock Exchanges where the shares of the Company are listed. Any news, updates, or vital/ useful information to shareholders are being intimated to Stock Exchanges and are being displayed on the Company's website: [www.aegisindia.com](http://www.aegisindia.com).
- b. Newspapers: During the financial year 2013-14, financial results (Quarterly & Annual) were published in newspapers viz. The Financial Express (English edition) and Daman Ganga Times (Regional Gujarati edition) in the format prescribed under Clause 41 of the Listing agreement with the Stock Exchanges where the shares of the Company are listed.
- c. Website: The financial results are also posted on the Company's Website [www.aegisindia.com](http://www.aegisindia.com). The Company's website provides information about its business and the Section on "Investor Relations" serves to inform and service the Shareholders allowing them to access information at their convenience.
- d. Annual Report : Annual Report is circulated to all the members within the required time frame,

physically through post and via E-mail, wherever the E-mail ID is available in accordance with the “Green Initiative Circular” issued by MCA.

e. Investor E-mail ID of the Registrar & Share Transfer Agents: All the share related requests/ queries/ correspondence, if any, are to be forwarded by the investors to the Registrar and Transfer Agents of the Company, Sharepro Services (India) Private Limited and/ or e-mail them to [sharepro@shareproservices.com](mailto:sharepro@shareproservices.com)

f. Designated E-mail ID for Complaints/ Redressal: In compliance of clause 47(f) of the Listing Agreement entered into with the Stock Exchanges, the Company has designated an e-mail ID [secretarial@aegisindia.com](mailto:secretarial@aegisindia.com) exclusively for the purpose of registering complaints/ grievances by investors. Investors whose requests/ queries/correspondence remain unresolved can send their complaints/ grievances to the above referred e-mail ID and the same would be attended to promptly by the Company.

g. NSE Electronic Application Processing System (NEAPS): The NEAPS is a web based application designed by NSE for Corporates. The Shareholding Pattern, Corporate Governance Report, Financial Results and Board Meeting / Corporate Action Announcements are filed electronically on NEAPS.

h. BSE Corporate Compliance & Listing Centre: The Listing Centre is a web based application designed by BSE for Corporates. The Shareholding Pattern, Corporate Governance Report, Financial Results, Analyst Presentations, Press Release and other intimations are filed electronically on BSE’s Listing Centre.

i. SEBI Complaints Redress System (SCORES) : The investor complaints are processed in a centralized web based complaints redressal system through SCORES. The Action Taken Reports are uploaded online by the Company for any complaints received on SCORES platform, thereby making it convenient for the investors to view their status online.

j. News releases/ Investor Updates and Investor presentations made to Institutional Investors and analysts are regularly uploaded on the Company’s website [www.aegisindia.com](http://www.aegisindia.com) under the Investor Relations section, after its submission to the Stock Exchanges viz. BSE & NSE.

## 11 General Shareholders Information

a. Annual General Meeting proposed to be held:

Day, Date & Time:	Thursday, 31 <sup>st</sup> July, 2014, 11.30 a.m.
Venue:	Fortune Park Galaxy, National Highway No. 8, G.I.D.C, Vapi 396195, Gujarat.

b. Calendar for the Financial year 2014-15:

Accounting Year:	1 <sup>st</sup> April, 2014 to 31 <sup>st</sup> March, 2015
Financial Calendar:	(Tentative)

Unaudited Financial Results for the quarter ended 30<sup>th</sup> June, 2014 By 14<sup>th</sup> August, 2014

Unaudited Financial Results for the quarter & half year ended 30<sup>th</sup> September, 2014 By 14<sup>th</sup> November, 2014

Unaudited Financial Results for the quarter & nine months ended 31<sup>st</sup> December, 2014 By 14<sup>th</sup> February, 2015

Audited Financial Results for the year ended 31<sup>st</sup> March, 2015 Within 60 days from the year ended 31<sup>st</sup> March, 2015

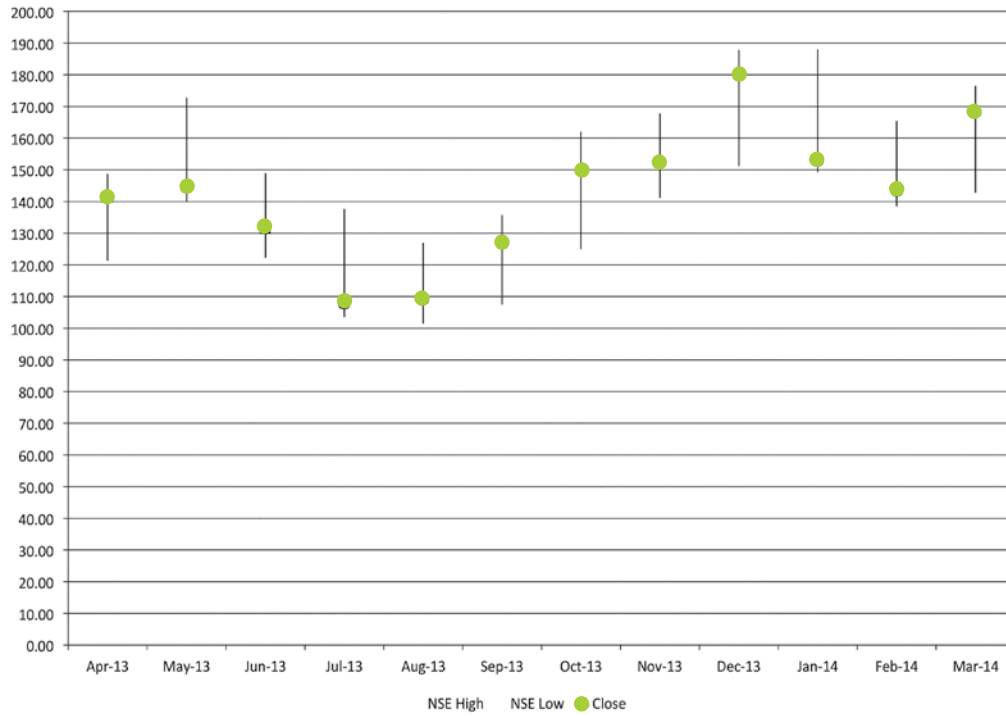
- c. Book closure date: Saturday, 19<sup>th</sup> July, 2014 to Thursday, 31<sup>st</sup> July, 2014 (both days inclusive)
- d. Dividend Payment date: On or before 25<sup>th</sup> August, 2014
- e. i. Listing of equity shares on the Stock Exchange:
1. Bombay Stock Exchange Ltd. (BSE)  
P. J. Towers, Dalal Street,  
Mumbai – 400 023.  
Scrip Code - 500003
  2. National Stock Exchange of India Ltd. (NSE)  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051.  
Stock Code – AEGISCHEM
- ii. ISIN No. for the Company's Equity Shares in Demat form: INE208C01017
- iii. Depositories connectivity: NSDL and CDSL
- f. i. 9.75% 250 Redeemable Non-Convertible Debentures of Rs.10,00,000/- each are listed on the Wholesale Debt Market Segment of NSE website under ISIN No. INE208C07014.
- ii. 10.20% 250 Redeemable Non-Convertible Debentures of Rs.10,00,000/- each are listed on the Wholesale Debt Market Segment of NSE website under ISIN No. INE208C07022.

**Notes:**

1. Listing Fees of the Equity Shares and Non Convertible debentures for the year 2014-15 has been paid to Stock Exchanges viz., BSE and NSE, as may be applicable.
2. Custodial Fees of the Equity Shares and Non Convertible Debentures for the year 2014-15 has been paid to the depositories viz. NSDL and CDSL.
3. Stock Price Data: Monthly High/ Low of market price of the Company's shares traded on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) during the year is furnished below:

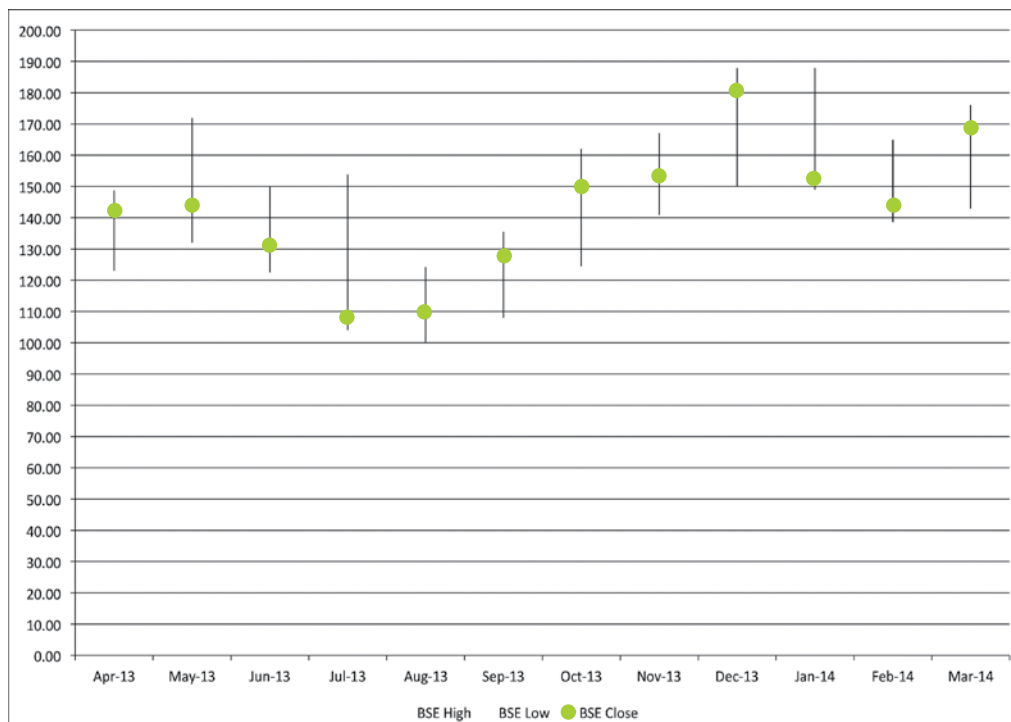
### Share Price — NSE High & Low — Year 2013–14

Market Price Data (Rs.)



### Share Price — BSE High & Low — Year 2013–14

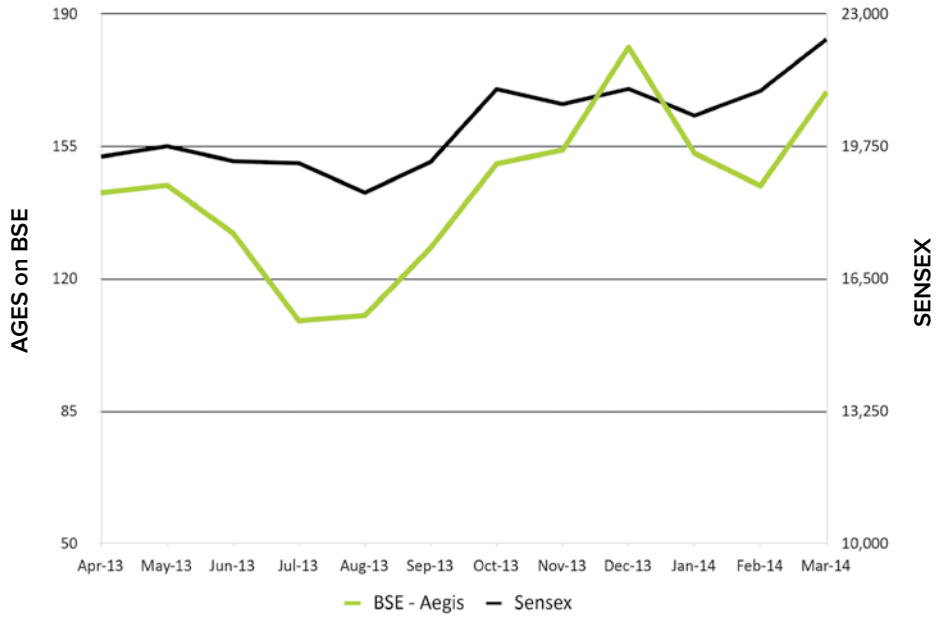
Market Price Data (Rs.)





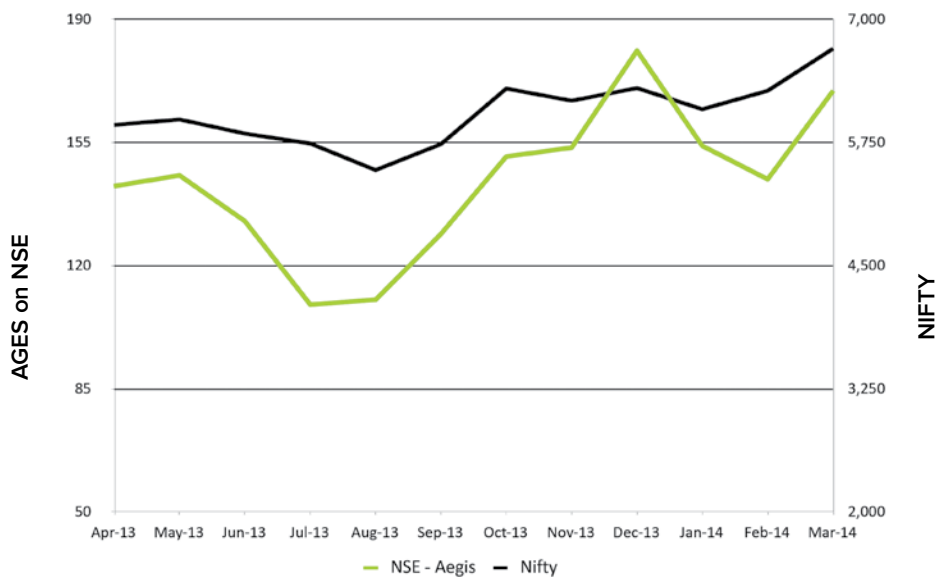
### Comparison — Aegis: SENSEX — Year 2013–14

Performance in comparison to broad-based indices (AEGIS on BSE : BSE Sensex)



### Comparison — Aegis: NIFTY — Year 2013–14

Performance in comparison to broad-based indices (AEGIS on NSE : NSE NIFTY)



## h. Share Transfer System, Dematerialisation and liquidity:

The Board has delegated the authority for approving transfer, transmission, remat, if any etc. of company's securities to the Share Transfer Committee comprising of 4 (four) non-executive Directors viz. Mr. Kapoorchand M. Chandaria (Chairman), Mr. Dineshchandra J. Khimasia, Mr. Kanwaljit S. Nagpal, Mr. Rajnikant J. Karavadia. The Share Transfer System is summed up briefly as under :

1. The Registrar & Share Transfer Agent, after processing valid Share Transfer Forms, forwards the Transfer Register for the approval of the Share Transfer Committee;
2. The said Committee meets weekly and approves the Share Transfers;
3. The Share Transfer Register duly signed by Committee Members is forwarded to the Registrar;
4. The Registrar thereafter dispatches the Share Certificates duly endorsed to the Transferee;
5. The Company obtains from a practicing Company Secretary, half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchange(s) and files a copy of the certificate with the Stock Exchange(s).

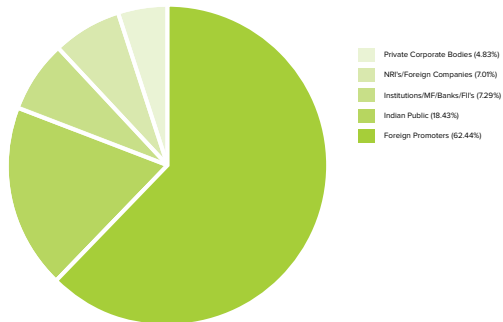
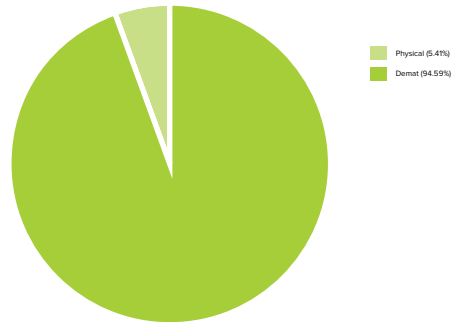
As on 31st March, 2014, 3,15,92,285 shares being 94.59% of the Share Capital of the Company are in dematerialized form.

## i. Distribution of Shareholding as on 31st March, 2014:

Range	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up to 500	22,047	91.717	27,33,445	8.184
501–1000	1,185	4.930	8,93,117	2.674
1001–2000	452	1.880	6,79,379	2.034
2001–3000	131	0.545	3,29,403	0.986
3001–4000	52	0.216	1,85,072	0.554
4001–5000	35	0.146	1,61,712	0.484
5001–10000	63	0.262	4,44,259	1.330
10001–33400000	73	0.304	2,79,73,613	83.754
	<b>24,038</b>	<b>100.000</b>	<b>3,34,00,000</b>	<b>100.000</b>

j. Categories of Shareholding as on 31<sup>st</sup> March, 2014:

Categories	No. of shares held	Percentage. Shareholding
Foreign Promoters	2,08,53,360	62.44
Institutions / MF / Banks / FIs	24,33,850	7.29
Private Corporate Bodies	16,15,387	4.83
Indian Public	61,57,449	18.43
NRIs/Foreign Company	23,39,954	7.01
<b>Total</b>	<b>3,34,00,000</b>	<b>100.00</b>

**Shareholding Pattern as on 31/03/2014****Shareholding Status as on 31/03/2014**

k. There are no Outstanding GDRs/Warrants or any Convertible Instruments as on date.

l. Transfer of unclaimed dividend/ application money to Investor Education and Protection Fund:

Pursuant to the provisions of Sections 205A and 205C of the Act, the dividend, Matured Deposits and Interest thereon which remains unclaimed/unpaid for a period of seven years from its due date is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

The last date(s) for claiming payment of the unclaimed/ unpaid dividend are provided hereunder:

<b>Date of dividend declaration</b>	<b>Year</b>	<b>Last date for claiming the unclaimed dividend</b>
11/09/2007	2006-07	17/10/2014
24/12/2007	2007-08 (Interim)	29/01/2015
27/09/2008	2007-08 (Final)	02/11/2015
23/04/2009	2008-09 (Interim)	29/05/2016
31/07/2009	2008-09 (Final)	05/09/2016
24/11/2009	2009-10 (Interim)	30/12/2016
17/07/2010	2009-10 (Final)	22/08/2017
30/10/2010	2010-11 (Interim)	06/12/2017
29/07/2011	2010-11 (Final)	03/09/2018
31/07/2012	2011-12	05/09/2019
07/02/2013	2012-13 (Interim)	12/03/2020
31/07/2013	2012-13 (Final)	05/09/2020
30/10/2013	2013-14 (Interim)	05/12/2020

Members are requested to get in touch with the Registrar & Share Transfer Agents for encashing the unclaimed amounts, if any, standing to the credit of their account.

After transfer of the said amounts to the IEPF, no claims in this respect shall lie against the IEPF or the Company nor shall any payment be made in respect of such claims.

- m. Liquid Logistics & Gas Division :  
Plot No. 72, Mahul Village,  
Trombay, Mumbai – 400074.
- Liquid Cargo Park, Dock Zone,  
Chiranjibpur, Dist. Purba Medinipur,  
Haldia – 721604, West Bengal
- n. Name and Contact information of Debenture Trustee  
IDBI Trusteeship Services Ltd.  
Asian Building, Ground Floor,  
17, R. Kamani Marg, Ballard Estate,  
Mumbai – 400 001.  
K/A: Mr. Sameer Trikha  
Contact no.: 22 4080 7000  
Email: sameer.trikha@idbitrustee.com
- o. Shares related queries/ communications may be addressed to the Registrar & Share Agents :  
Sharepro Services (India) Pvt. Ltd.  
13 AB, Samhita Warehousing Complex, 2<sup>nd</sup> Floor,  
Near Sakinaka Telephone Exchange,  
Andheri Kurla Road, Sakinaka,  
Andheri (E), Mumbai – 400 072.  
E-mail : sharepro@shareproservices.com

## Declaration relating to code of conduct

All the Board Members and Senior Management Personnel have, for the year ended 31st March 2014, affirmed compliance with the Code of Conduct applicable to them as laid down by the Board of Directors in terms of Clause 49 (1) (D) (ii) of the Listing Agreement entered into with the Stock Exchanges.

**For Aegis Logistics Ltd.**

**Raj K. Chandaria**  
Vice Chairman &  
Managing Director

**Anish K. Chandaria**  
Managing Director & CEO

Place: Mumbai  
Dated: 29<sup>th</sup> May, 2014

## Certificate

*Auditors' certificate to the Members of Aegis Logistics Limited on compliance of the conditions of corporate governance for the year ended 31<sup>st</sup> March, 2014, under Clause 49 of the listing agreements with relevant Stock Exchanges.*

We have examined the compliance of conditions of Corporate Governance by Aegis Logistics Limited ("the Company") for the year ended 31<sup>st</sup> March 2014, as stipulated in Clause 49 of the Listing Agreements of the said Company with the relevant Stock Exchanges in India.

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

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

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

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm Registration No. 117366W/ W-100018)

**A. Siddharth**

Partner

Membership No.31467

Place: Mumbai

Dated: 29<sup>th</sup> May, 2014

# Independent Auditors' Report

To the Members of Aegis Logistics Limited:

## 1 Report on the Financial Statements

We have audited the accompanying financial statements of **Aegis Logistics Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

## 2 Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## 3 Auditors' Responsibility

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

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

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

## 6 Opinion

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

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

## 7 Report on other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

**8** As required by Section 227(3) of the Act, we report that:

- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs).
- e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2014 from being appointed as a director in terms of Section 274(1)(g) of the Act.

**For Deloitte Haskins & Sells LLP.**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

**A. Siddharth**

Partner

Membership No. 31467

Place: Mumbai,

Dated: 29<sup>th</sup> May, 2014

## Annexure to the Independent Auditors' Report

*(Referred to in paragraph 7 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)*

In our opinion and according to the information and explanations given to us, the nature of the Company's business/ activities/ result are such that clauses (xiii), (xiv), (xviii) and (xx) of paragraph 4 of the Order are not applicable to the Company. In respect of other clauses, we report that:

i. In respect of its fixed assets

- a. The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- b. The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- c. The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.

ii. In respect of its inventories

- a. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
- b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

iii. According to the information and explanations given to us the Company has neither granted nor taken any loans, secured or unsecured, to or from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act 1956.

iv. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control systems.

v. According to the information and explanations given to us, there are no contracts or arrangements that need to be entered into a Register in pursuance of Section 301 of the Companies Act, 1956.

vi. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 58A and 58AA or any other relevant provisions of the



Companies Act, 1956, the Companies (Acceptance of Deposits) Rules, 1975 and the Directives issued by the Reserve Bank of India with regard to the deposits accepted from the public. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal.

vii. In our opinion, the internal audit functions carried out during the year by a firm of Chartered Accountants appointed by the Management have been commensurate with the size of the Company and the nature of its business.

viii. We are informed that maintenance of Cost Records has not been prescribed by the Central Government under Section 209(1) (d) of the Companies Act, 1956 for the Company.

ix. According to the information and explanations given to us and the records of the Company examined by us, in respect of statutory dues:

- a. The Company has been generally regular in depositing undisputed dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income tax, Sales tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
- b. There were no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income tax, Sales tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues in arrears as at 31<sup>st</sup> March, 2014 for a period of more than six months from the date they became payable.
- c. Details of dues of Income Tax and Sales Tax which has not been deposited as on 31<sup>st</sup> March, 2014 on account of disputes are given below:

<b>Statute</b>	<b>Nature of Dues</b>	<b>Forum where dispute is pending</b>	<b>Period to which the amount relates</b>	<b>Amount involved (Rs. in lacs)</b>
Income Tax Act, 1961	Income Tax	Appellate authority – Tribunal	FY 2010-11	32.27
Central Sales Tax Act, 1956	Central Sales Tax	Appellate authority – up to Commissioner level	FY 2008-09	3.55
MVAT Act, 2002	Value Added Tax	Appellate authority – up to Commissioner level	FY 2008-09	9.52

x. The Company has no accumulated losses as at 31<sup>st</sup> March, 2014 and has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.

xi. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks, financial institutions and debenture holders.

xii. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

xiii. The Company has given guarantees amounting to Rs.57,956 lacs for loans taken by its subsidiaries from banks and against the credits availed by the subsidiaries from the suppliers. In our opinion and according to the information and explanations given to us, the terms and conditions, of such guarantees,

are not prima facie prejudicial to the interest of the Company.

xiv. In our opinion and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained, other than temporary deployment pending application.

xv. In our opinion and according to the information and explanations given to us and on an overall examination of the Balance Sheet, we report that funds raised on short-term basis have, prima facie, not been used during the year for long- term investment.

xvi. According to the information and explanations given to us, the Company has created securities / charges in respect of debentures issued and outstanding at the year end.

xvii. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

**For Deloitte Haskins & Sells LLP.**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

**A. Siddharth**

Partner

Membership No. 31467

Place: Mumbai,

Dated: 29<sup>th</sup> May, 2014

## Balance Sheet as at 31st March, 2014

Particulars	Note No.	As at 31st March, 2014		As at 31st March, 2013
		Rupees in lacs	Rupees in lacs	Rupees in lacs
<b>I. EQUITY AND LIABILITIES</b>				
(1) SHAREHOLDERS' FUNDS				
(a) Share Capital	2	3,340.45		3,340.45
(b) Reserves & surplus	3	<u>28,854.14</u>		<u>28,964.68</u>
			<b>32,194.59</b>	32,305.13
(2) NON-CURRENT LIABILITIES				
(a) Long-term borrowings	4	9,051.67		8,214.31
(b) Deferred tax liabilities (Net)	5	1,834.59		1,800.64
(c) Other Long term liabilities	6	536.52		631.32
(d) Long-term provisions	7	<u>524.05</u>		<u>414.12</u>
			<b>11,946.83</b>	11,060.39
(3) CURRENT LIABILITIES				
(a) Short-term borrowings	8	9,530.12		5,003.02
(b) Trade payables	9	1,640.29		1,956.40
(c) Other current liabilities	10	3,529.79		3,117.17
(d) Short-term provisions	11	<u>1,108.13</u>		<u>971.07</u>
			<b>15,808.33</b>	11,047.66
	<b>TOTAL</b>		<b>59,949.75</b>	54,413.18
<b>II. ASSETS</b>				
(1) NON-CURRENT ASSETS				
(a) Fixed assets				
(i) Tangible assets	12	20,220.75		14,804.67
(ii) Intangible assets	12	156.93		228.28
(iii) Capital work-in-progress	12	<u>1,579.44</u>		<u>5709.94</u>
			<b>21,957.12</b>	20,742.89
(b) Non-Current Investments	13	11,693.60		11,693.60
(c) Long-term loans and advances	14	14,269.59		8,387.30
(d) Other non-current assets	15	<u>48.27</u>		<u>57.41</u>
			<b>47,968.58</b>	40,881.20
(2) CURRENT ASSETS				
(a) Current Investments	16	124.48		517.74
(b) Inventories	17	1,777.56		1,250.47
(c) Trade receivables	18	2,024.97		2,925.27
(d) Cash and Cash equivalents	19	5,922.31		6,815.99
(e) Short-term loans and advances	20	1,799.02		1,394.37
(f) Other Current assets	21	<u>332.83</u>		<u>628.14</u>
			<b>11,981.17</b>	13,531.98
	<b>TOTAL</b>		<b>59,949.75</b>	54,413.18

See accompanying notes forming part of the financial statements  
In terms of our report attached.

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

**A. Siddharth**  
Partner

Mumbai,  
Dated: 29th May, 2014

**For and on behalf of the Board of Directors**

**Anish K. Chandaria**

**Dineshchandra J. Khimasia**  
**Kanwaljit S. Nagpal**

**Murad M. Moledina**  
Chief Financial Officer

Managing Director & CEO

} Directors

**Monica T. Gandhi**  
Company Secretary & Chief Manager: Legal

## Statement of Profit and Loss for the year ended 31st March, 2014

Particulars	Note No.	Current Year		Previous Year
		Rupees in lacs	Rupees in lacs	Rupees in lacs
I. Revenue from operations	22		37,085.25	38,377.38
II. Other income	23		902.47	1,801.16
III. Total Revenue (I + II)			37,987.72	40,178.54
IV. Expenses				
Purchases of Stock-in-Trade	24		23,383.93	24,953.70
Changes in Inventories of Stock-in-Trade	25		(314.45)	(471.33)
Employee benefits expense	26		2,928.54	2,802.70
Finance costs	27		1,229.10	955.89
Depreciation and amortization expense	28		1,343.74	1,188.55
Other Expenses	29		6,332.35	5,364.88
Total expenses			34,903.21	34,794.39
V. Profit before tax (III-IV)			3,084.51	5,384.15
VI. Tax expense				
(1) Current tax - for the year			981.00	1,598.78
- for earlier year			128.59	(102.77)
(2) Deferred tax - Charge / (Credit)			33.95	(119.23)
			1,143.54	1,376.78
VII. Profit after tax (V-VI)			1,940.97	4,007.37
VIII. Earnings per equity share in Rupees (Face Value of Rs. 10/- each)	30			
Basic and Diluted			5.81	12.00

See accompanying notes forming part of the financial statements  
In terms of our report attached.

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

**A. Siddharth**  
Partner

Mumbai,  
Dated: 29th May, 2014

**For and on behalf of the Board of Directors**

**Anish K. Chandaria**

Managing Director & CEO

**Dineshchandra J. Khimasia**  
**Kanwaljit S. Nagpal**

} Directors

**Murad M. Moledina**  
Chief Financial Officer

**Monica T. Gandhi**  
Company Secretary & Chief Manager: Legal

## Cash Flow Statement for the year ended 31st March, 2014

Particulars	Current Year		Previous Year
	Rupees in lacs	Rupees in lacs	Rupees in lacs
<b>A. Cash Flow from Operating Activities</b>			
Profit Before Tax		<b>3,084.51</b>	5,384.15
Adjustments for:			
Depreciation and amortization expense	<b>1,343.74</b>		1,188.55
Interest Expense	<b>1,229.10</b>		955.89
Interest Income	<b>(707.47)</b>		(821.69)
Dividend Income - Current	<b>(19.89)</b>		(174.67)
Dividend Income - Non Current	-		(574.42)
Diminution in value of Current Investments	<b>0.01</b>		2.46
Sundry Debit Balances written off	<b>14.07</b>		-
Sundry Credit Balances written back	<b>(24.11)</b>		-
Provision for doubtful debts	<b>29.18</b>		-
Loss on sale of Fixed Assets	<b>2.37</b>		14.93
		<b>1,867.00</b>	591.05
Operating Profit Before Working Capital Changes		<b>4,951.51</b>	5,975.20
(Increase) in Inventories	<b>(527.09)</b>		(427.94)
Decrease / (Increase) in Trade and Other Receivables	<b>465.17</b>		(231.14)
(Decrease) / Increase in Trade payables and Other liabilities (Current and non-current)	<b>(475.21)</b>		696.28
Increase / (Decrease) in Provisions (Current and Non-Current)	<b>51.61</b>		(16.94)
		<b>(485.52)</b>	20.26
Cash Generated from Operations		<b>4,465.99</b>	5,995.46
Direct Taxes Paid		<b>(1,202.53)</b>	(1,256.04)
<b>Net Cash Flow from Operating Activities - A</b>		<b>3,263.46</b>	4,739.42
<b>B. Cash Flow from Investing Activities</b>			
Capital Expenditure on Fixed Assets	<b>(2,651.37)</b>		(7,616.27)
Proceeds from sale of Fixed Assets	<b>1.42</b>		5.61
Purchase of Long Term Investments	-		(997.58)
Sale of Current Investments	<b>1,440.01</b>		16,305.59
Purchase of Current Investments (excluding reinvestment of dividend <b>Rs. 19.89</b> lacs; Previous year <b>Rs. 174.67</b> lacs)	<b>(1,026.87)</b>		(15,320.04)
Loan to Subsidiaries	<b>(6,540.51)</b>		(2,385.34)
Loan repaid by Subsidiaries	<b>794.96</b>		75.00
Deposits with Banks as Margin Monies and Securities against Borrowings	<b>(2,626.04)</b>		(558.73)
Dividend Received from Long Term Investments	-		574.42
Interest Received	<b>955.35</b>		831.67
<b>Net Cash used in Investing Activities - B</b>		<b>(9,653.05)</b>	(9,085.67)

Particulars	Current Year		Previous Year Rupees in lacs
	Rupees in lacs	Rupees in lacs	
<b>C. Cash Flow from Financing Activities</b>			
Increase in Short Term Borrowings (net)	4,527.10		1,083.81
Proceeds from Long Term Borrowings	2,000.00		4,770.05
Repayment of Long Term Borrowings	(570.21)		(516.84)
Dividend Paid (including tax on Distributed Profit) - Final	(855.57)		(753.84)
Dividend Paid (including tax on Distributed Profit) - Interim	(976.91)		(586.14)
Interest Paid	(1254.54)		(768.93)
Net Cash from Financing Activities - C		2,869.87	3228.11
Net (Decrease) in Cash and Cash Equivalents - A+B+C		(3,519.72)	(1,118.14)
Cash and cash equivalents at the beginning of the year		5,760.61	6,878.75
Cash and cash equivalents at the end of the year (refer reconciliation below)		2,240.89	5760.61
Net (Decrease) in Cash and Cash Equivalents		(3,519.72)	(1,118.14)
Reconciliation of Cash and cash equivalents with the Balance Sheet:			
Cash and cash equivalents as per Balance Sheet (Refer Note 19)		5,922.31	6,815.99
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements		(3,681.42)	(1,055.38)
Cash and cash equivalents at the end of the year	<b>TOTAL</b>	<b>2,240.89</b>	5,760.61
Cash and cash equivalents at the end of the year *			
* Comprises:			
Balances with banks			
(i) In current accounts		51.04	82.60
(ii) Cheques on hand		43.59	-
(iii) In deposit accounts		2,146.26	5,678.01
	<b>TOTAL</b>	<b>2,240.89</b>	5,760.61

**Notes:**

- (1) Cash and Cash Equivalents do not include Fixed Deposits with Banks kept as Margin Money and as Escrow Account.
- (2) Figures in bracket denote outflow of cash.
- (3) The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Accounting Standard (AS - 3) "Cash Flow Statements".
- (4) The earmarked account balances with banks can be utilized only for the specific identified purposes.

In terms of our report attached.

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

**A. Siddharth**  
Partner

Mumbai,  
Dated: 29th May, 2014

**For and on behalf of the Board of Directors**

**Anish K. Chandaria**

Managing Director & CEO

**Dineshchandra J. Khimasia**  
**Kanwaljit S. Nagpal**

} Directors

**Murad M. Moledina**  
Chief Financial Officer

**Monica T. Gandhi**  
Company Secretary & Chief Manager: Legal

# Notes to the Financial Statements for the Year Ended 31st March, 2014

## 1. Significant Accounting Policies

### 1.1 Basis of preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956 ("the 1956 Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 ("the 2013 Act") in terms of General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the 1956 Act/ 2013 Act, as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the revised schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current - non current classification of assets and liabilities.

### 1.2 Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

### 1.3 Fixed Assets

#### Tangible Fixed Assets

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. They are stated at historical costs.

#### Intangible Assets

Intangible Assets are stated at cost of acquisition less accumulated amortization and impairment losses, if any.

### 1.4 Depreciation on Fixed Assets

- i) Depreciation on Tangible Fixed Assets is provided on original cost of Fixed Assets on straight line method under Section 205(2) (b) of the Companies Act, 1956 at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956 or the rates determined based on the useful lives of the assets as estimated by the management, whichever are higher.

The rate of depreciation determined on the basis of useful life of the fixed asset which is different from that prescribed under Schedule XIV is as under:

<b>Description of Assets</b>	<b>Rate of Depreciation</b>
Furniture & fixtures – Autogas Dispensing Station	10.00%

ii) Depreciation on additions to fixed assets during the year has been provided on prorata basis from the date of such additions. Depreciation on assets sold, discarded or demolished has been provided on pro-rata basis.

iii) Lease hold Land has been amortized over the primary period of the lease on straight line basis.

iv) Software is amortized on straight line basis over a period of its estimated useful life, however not exceeding 5 years.

### 1.5 Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its Recoverable Amount. Recoverable Amount is higher of an asset's Net selling price or its Value in Use. Value in Use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net Selling Price is the amount obtainable from the sale of an asset in an arms length transaction between knowledgeable, willing parties, less the cost of disposal.

An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired.

### 1.6 Investments

Non-current Investments are shown at cost. However, when there is a decline, other than temporary, in the value of a non-current investment, the carrying amount is reduced to recognize the decline.

Current Investments are carried at lower of cost and fair value, computed category wise.

Investment in shares of a Company registered outside India is stated at cost by converting at the rate of exchange prevalent at the time of acquisition thereof.

### 1.7 Inventories

Inventories are valued at cost and the Net Realizable Value whichever is less. Cost is determined by using the First In First Out formula. Cost comprises all costs of purchase, cost of conversion and cost incurred to bring inventories to their present location and condition other than those subsequently recoverable by the Company from tax authorities.

### 1.8 Revenue Recognition

#### Sales of goods

Sales are recognized on transfer of significant risks and rewards, which generally coincides with the delivery of goods to customers. Sales turnover is net of trade discounts and excludes sales tax and value added tax.

#### Income from services

Service revenue is recognized based on contract terms and on time proportion basis as applicable and excludes service tax.



**1.9 Dividend and Interest Income**

Interest Income is recognized on time proportion basis taking into account the amount outstanding and the applicable interest rates. Dividend income is recognized when the right to receive the dividend is established.

**1.10 Employee Benefits**

Employee benefits include salary, wages, performance bonus, employee state insurance, and contribution to provident fund, family pension fund, superannuation fund, gratuity and compensated absences to eligible employees.

Short term employee benefits like salary, wages, performance bonus etc. are recognized and charged to Statement of Profit and Loss when the employee renders the services.

Contribution to defined schemes such as Provident Fund, Family Pension Fund, Superannuation Fund (in the case of eligible employees) and Employees' State Insurance Scheme are charged to the Statement of Profit and Loss as incurred.

Company's liability towards gratuity is determined by actuarial valuation carried out by the independent actuary as at each balance sheet date and is fully provided for in the Statement of Profit and Loss on the basis of aforesaid valuation. The actuarial valuation method used for measuring the liability is the Projected Unit Credit method.

The liability for compensated absences is determined by actuarial valuation carried out by the independent actuary as at each balance sheet date and provided for in the Statement of Profit and Loss as incurred in the year in which services are rendered by employees. The actuarial valuation method used for measuring the liability is the Projected Unit Credit method.

The actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

**1.11 Foreign Currency Transactions**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Monetary items denominated in foreign currencies are restated at the exchange rate prevailing on the balance sheet date. Exchange differences arising on settlement of the transaction and on account of restatement of monetary items are dealt with in the Statement of Profit and Loss.

Forward exchange contracts entered into to hedge the foreign currency risk and outstanding as on balance sheet date are translated at yearend exchange rates. The premium or discount arising at the inception of such forward exchange contracts are amortized as income or expense over the life of the contract.

Gains / Losses on settlement of transactions arising on cancellation/renewal of forward exchange contracts are recognized as income or expense.

**1.12 Hedge Accounting**

The Company uses foreign currency forward contracts and currency option contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The Company designates these hedging instruments as fair value hedges applying the recognition and measurement principles set out in the Accounting Standard 30 "Financial Instruments: Recognition and Measurement" (AS-30).

The use of hedging instruments is governed by the Company's policies approved by the board of directors, which provide written principles on the use of such financial derivatives consistent with the Company's risk management strategy.

Hedging instruments are initially measured at fair value, and are remeasured at subsequent reporting dates.

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. The hedged item is recorded at fair value and any gain or loss is recorded in the Statement of Profit and Loss and is offset by the gain or loss from the change in the fair value of the derivative.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognized in the Statement of Profit and Loss as they arise.

### **1.13 Operating Lease Rentals**

Assets acquired on lease where all significant risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease Rentals are charged to the Statement of Profit and Loss on straight line basis over the lease term.

### **1.14 Borrowing Cost**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

### **1.15 Taxes on Income**

Income Taxes are accounted for in accordance with Accounting Standard (AS 22) – Accounting for Taxes on Income, notified under the Companies (Accounting Standards) Rules, 2006. Income Tax comprises both current and deferred tax.

Current tax is measured at the amount expected to be paid to the revenue authorities, using applicable tax rates and laws.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using the substantively enacted tax rates and tax regulations as of the Balance Sheet date.

Deferred tax assets on unabsorbed depreciation and carry forward of losses are recognized only to the extent there is a virtual certainty of its realization.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

### **1.16 Service Tax Input Credit**

Service tax input credit is accounted for in the books in the period in which the underlying service is received and when there is no uncertainty in availing / utilizing the credits.

### **1.17 Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes.

Claims in respect of which the Company is of the opinion that they are frivolous or is legally advised that they are unsustainable in law are not considered as contingent liability as the possibility of an outflow of resources embodying economic benefits is remote. Contingent Assets are neither recognized nor disclosed in the financial statements.

**1.18 Cash and Cash Equivalents (For the Purposes of Cash Flow Statement)**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**1.19 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

This section is intentionally left blank.

	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2014	As at 31st March, 2013
<b>2 Share capital</b>	<b>Number of shares</b>	<b>Number of shares</b>	<b>Rupees in lacs</b>	<b>Rupees in lacs</b>
<b>2.1 Authorized</b>				
Equity Shares of Rs.10 each	52,000,000	52,000,000	5,200.00	5,200.00
13.5% Cumulative Redeemable Preference Shares of Rs. 100 each	100,000	100,000	100.00	100.00
Redeemable Preference Shares of Rs.10/- each	6,000,000	6,000,000	600.00	600.00
<b>TOTAL</b>			<b>5,900.00</b>	5,900.00
<b>2.2 Issued, Subscribed and Fully Paid-up</b>				
Equity Shares of Rs.10 each	33,400,000	33,400,000	3,340.00	3,340.00
Add: Forfeited shares (amount originally paid up)			0.45	0.45
<b>TOTAL</b>			<b>3,340.45</b>	3,340.45

### 2.3 Reconciliation of the number of shares outstanding at the beginning and at the end of the year

	Number of shares		Share Capital Rupees in lacs	
	Current Year	Previous Year	Current Year	Previous Year
Shares outstanding as at the beginning of the year	33,400,000	33,400,000	3,340.00	3,340.00
Shares outstanding as at the end of the year	33,400,000	33,400,000	3,340.00	3,340.00

### 2.4 Rights, preferences and restrictions attached to equity shares (Issued Capital)

- Right to receive dividend as may be approved by the Board of Directors / Annual General Meeting.
- The Equity Shares are not repayable except in the case of a buyback, reduction of capital or winding up in terms of the provisions of the Companies Act, 1956.
- Every member of the company holding equity shares has a right to attend the General Meeting of the company and has a right to speak and on a show of hands, has one vote if he is present in person and on a poll shall have the right to vote in proportion to his share in the paid-up capital of the company.
- In terms of the Articles of Association of the Company no resolution shall be passed by the Board of Directors or Shareholders with respect to a "Fundamental Issue" unless the prior written consent of the Investor to whom equity shares have been issued on Preferential basis has been obtained. The Fundamental Issues, inter alia, include the following:
  - The transfer of any fixed assets by the company / subsidiaries exceeding 10% of its gross block;
  - Any merger or reorganization, of the company / subsidiaries or the creation of a subsidiary not being a wholly owned subsidiary;
  - Terms of appointment including remuneration payable to executive directors of the company;
  - Any buyback of equity shares of the company / subsidiaries upto 4 years from the date of the investment;
  - Commencement of a new line of business;
  - Exceeding a Debt equity ratio of 1.5 :1 on a consolidated basis.

### 2.5 List of shareholders who hold more than 5% of equity shares in the company

Name of the shareholder	As at 31st March, 2014		As at 31st March, 2013	
	(No.s)	%	(No.s)	%
Huron Holdings Limited	11,926,057	35.71%	11,926,057	35.71%
Trans Asia Petroleum Inc	8,926,303	26.73%	8,926,303	26.73%
Infrastructure India Holding Fund LLC	2,120,190	6.35%	2,120,190	6.35%

**2.6 Particulars of movements in equity shares for the period of five years immediately preceding the Balance Sheet date as per General Instruction 6 A (i)**

	<b>As at 31st March, 2014</b>	As at 31st March, 2013
a) Aggregate number of equity shares allotted as fully paid up pursuant to contract(s) without payment being received in cash:		
- Pursuant to the Schemes of Arrangement / Amalgamation	<b>3,345,800</b>	6,945,801
b) Aggregate number of equity shares allotted as fully paid up by way of bonus shares.	<b>12,506,710</b>	12,506,710
c) Aggregate number of equity shares bought back.	<b>1,020,473</b>	1,020,473
	<b>As at 31st March, 2014</b>	As at 31st March, 2013
	<b>Rupees in lacs</b>	Rupees in lacs
<b>3 Reserves and Surplus</b>		
<b>3.1 Capital Reserve</b>		
Opening Balance	<b>53.99</b>	53.99
Closing Balance	<b>53.99</b>	53.99
<b>3.2 Capital Reserve (Demerger)</b>		
Opening Balance	<b>131.37</b>	131.37
Closing Balance	<b>131.37</b>	131.37
<b>3.3 Securities Premium Account</b>		
Opening Balance	<b>5,980.77</b>	5,980.77
Closing Balance	<b>5,980.77</b>	5,980.77
<b>3.4 Debenture redemption reserve</b>		
Opening Balance	<b>750.00</b>	750.00
Add: Transferred from the Statement of Profit and Loss	<b>125.00</b>	-
Closing Balance	<b>875.00</b>	750.00
<b>3.5 General Reserve</b>		
Opening Balance	<b>1,738.61</b>	1,337.87
Add: Transferred from the Statement of Profit and Loss	<b>194.10</b>	400.74
Closing Balance	<b>1,932.71</b>	1,738.61
<b>3.6 Surplus - Balance in Statement of Profit and Loss</b>		
Opening Balance	<b>20,309.94</b>	18,168.67
Add: Profit after Tax for the year	<b>1,940.97</b>	4,007.37
Less: Appropriations:		
Transferred to General Reserve	<b>(194.10)</b>	(400.74)
Transferred to Debenture Redemption Reserve	<b>(125.00)</b>	-
Interim Dividend { <b>Rs. 2.50/-</b> (Previous Year Rs. 1.75/-) per share}	<b>(835.00)</b>	(584.50)
Corporate Dividend Tax thereon	<b>(141.91)</b>	(1.64)
Proposed Dividend - Final ( <b>Rs.2.75/-</b> (Previous Year Rs. 2.25/-) per share}	<b>(918.50)</b>	(751.50)
Corporate Dividend Tax thereon	<b>(156.10)</b>	(127.72)
Closing Balance	<b>19,880.30</b>	20,309.94
<b>TOTAL</b>	<b>28,854.14</b>	28,964.68

		As at 31st March, 2014 Rupees in lacs	As at 31st March, 2013 Rupees in lacs								
<b>4</b>	<b>Long term borrowings</b>										
<b>4.1</b>	<b>Secured Loans</b>										
	<b>A) Debentures</b>										
1	250 9.75% Non- Convertible, Redeemable Privately Placed Debentures of Rs.10,00,000/- each (Refer Note A.1 below) Note: A.1 The Debentures carry a put option for the holders and a call option to the Company to get it redeemed at par at the end of five years from the date of allotment viz. 29th January 2010, failing which the Debentures will be redeemed at par in three equal annual instalments commencing from the end of 6th year from the date of allotment as under: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th style="text-align: left;">Instalment</th> <th style="text-align: left;">Redemption Date</th> </tr> </thead> <tbody> <tr> <td>3rd Instalment</td> <td>29th January, 2018</td> </tr> <tr> <td>2nd Instalment</td> <td>29th January, 2017</td> </tr> <tr> <td>1st Instalment</td> <td>29th January, 2016</td> </tr> </tbody> </table>	Instalment	Redemption Date	3rd Instalment	29th January, 2018	2nd Instalment	29th January, 2017	1st Instalment	29th January, 2016	<b>2,500.00</b>	2,500.00
Instalment	Redemption Date										
3rd Instalment	29th January, 2018										
2nd Instalment	29th January, 2017										
1st Instalment	29th January, 2016										
2	250 10.20% Non- Convertible, Redeemable Privately Placed Debentures of Rs.10,00,000/- each (Refer Note A.2 below) Note: A.2 The Debentures carry a put option for the holders and a call option to the Company to get it redeemed at par at the end of five years from the date of allotment viz. 25th May 2012, failing which the Debentures will be redeemed at par in three annual instalments (Viz. 1st and 2nd Installments would be 33% each and 3rd Installment would be 34%) commencing from the end of 6th year from the date of allotment as under: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th style="text-align: left;">Instalment</th> <th style="text-align: left;">Redemption Date</th> </tr> </thead> <tbody> <tr> <td>3rd Instalment</td> <td>25th May, 2020</td> </tr> <tr> <td>2nd Instalment</td> <td>25th May, 2019</td> </tr> <tr> <td>1st Instalment</td> <td>25th May, 2018</td> </tr> </tbody> </table> Above Debentures are secured by way of mortgage of specific immovable properties of the Company situated at Trombay on pari passu basis.	Instalment	Redemption Date	3rd Instalment	25th May, 2020	2nd Instalment	25th May, 2019	1st Instalment	25th May, 2018	<b>2,500.00</b>	2,500.00
Instalment	Redemption Date										
3rd Instalment	25th May, 2020										
2nd Instalment	25th May, 2019										
1st Instalment	25th May, 2018										
	<b>B) Term Loans from Banks</b>										
1	Loan from Bank of Baroda (Refer Note 10) Refer Notes (i) and (ii) below	<b>504.24</b>	892.68								
2	Loans against Vehicles (Refer Note 10) (Refer Notes (iii) and (iv) below)	<b>17.21</b>	32.53								
3	Loan from Axis Bank (Refer Note 10) (Refer Notes (v) below)	<b>1,796.88</b>	1,798.00								
4	Loan from HDFC Bank (Refer Note 10) (Refer Notes (vi) below)	<b>400.00</b>	450.00								
5	Loan from Common Wealth Bank (Refer Note 10) (Refer Notes (vii) below)	<b>1333.34</b>	-								
	Notes: (i) Secured by mortgage of specific immovable properties of the Company situated at Trombay and Vapi ranking pari passu and hypothecation of movable properties of the Company subject to prior charge in favour of bankers for Working Capital Loans										

	As at 31st March, 2014 Rupees in lacs	As at 31st March, 2013 Rupees in lacs
(ii) Loan from Bank of Baroda carries an interest rate of 10.50% p.a. as on date of disbursement and same is reset with movement of Benchmark Prime Lending Rate (BPLR) . Loan from Bank of Baroda is repayable in 60 monthly instalments of Rs. 32.37 lacs each after two years from the date of first disbursement on 30th September, 2010		
(iii) Secured by hypothecation of specific Vehicles		
(iv) Loans are repayable in Equated Monthly Instalments of varying amounts (including interest) within maximum tenor of 60 months and the rate of interest ranges from 9% to 10% p.a.		
(v) Loan from Axis Bank carries an interest rate of 11.25% p.a. as on date of disbursement and same is reset with movement of Axis Bank Base Rate (ABBR). Loan from Axis Bank is repayable in 96 equal monthly installments commencing from 31st January, 2013. Loan from Axis Bank is secured by Exclusive first charge by way of mortgage on the office property situated at Peninsula Business Park, Mumbai and hypothecation of movable assets of that office.		
(vi) Loan from HDFC Bank carries an interest rate of 11% p.a. as on date of disbursement and same is reset with movement of HDFC Bank Base Rate. Loan from HDFC Bank is repayable in 30 equal quarterly installments commencing six months from disbursement date Viz., 13th February, 2013. Loan from HDFC Bank is secured by hypothecation of moveable fixed assets of the Haldia Project and mortgage of leasehold rights of approx. 3.74 acres of land at Haldia.		
(vii) Loan from Common Wealth Bank carries an interest rate of 10.25% p.a. as on date of disbursement and same is reset with movement of Common Wealth Bank Base Rate. Loan from Common Wealth Bank is repayable in 12 equal quarterly installments commencing from disbursement date Viz, 10th March, 2014. Loan from Common Wealth Bank is secured by Corporate Guarantee and hypothecation of moveable fixed assets of the Kochi Terminal owned by its Wholly Owned Subsidiary Konkan Storage Systems (Kochi) Private Limited.		
Sub Total (A)	<b>9,051.67</b>	8,173.21
<b>4.2 Unsecured Loans</b>		
Fixed Deposits (Refer Note 10)	-	41.10
<b>Terms and Conditions of the Fixed Deposits:</b>		
The above Deposits have been accepted by the Company in accordance with the Companies (Acceptance of Deposits) Rules, 1975.		
The deposits have been accepted for periods ranging from 12 months to 36 months		
The rate of interest ranges from 9% p.a. to 10.50% p.a.		
The deposits are repayable only on maturity. However, the Company may at its sole discretion permit premature withdrawals but not before the completion of 6 months.		
Sub Total (B)	-	41.10
Total (A) + (B)	<b>9,051.67</b>	8,214.31

	<b>As at 31st March, 2014</b>	As at 31st March, 2013
	<b>Rupees in lacs</b>	Rupees in lacs
<b>5 Deferred tax liabilities (Net)</b>		
Major components of deferred tax are		
Deferred tax liabilities		
On fiscal allowance on fixed assets	<b>2,093.34</b>	2,014.66
Sub total	<b>2,093.34</b>	2,014.66
Deferred Tax Assets		
on provision for doubtful debts	<b>(29.34)</b>	(11.78)
on fiscal allowance on expenditures etc. and others	<b>(229.41)</b>	(202.24)
Sub total	<b>(258.75)</b>	(214.02)
<b>Deferred Tax Liability (Net)</b>	<b>1,834.59</b>	1,800.64
<b>6 Other Long-term Liabilities</b>		
Deposits from Dealers	<b>536.52</b>	631.32
Total	<b>536.52</b>	631.32
<b>7 Long-term provisions</b>		
Provision for Compensated Absences	<b>215.75</b>	164.92
Provision for Gratuity	<b>308.30</b>	249.20
Total	<b>524.05</b>	414.12
<b>8 Short-term borrowings (Secured)</b>		
Buyer's Credit from Banks	<b>6,589.62</b>	4,612.86
(Secured by charge on movable properties of the Company and further secured by second charge on specific immovable properties of the Company situated at Trombay and Vapi, ranking pari passu.)		
Overdraft from Banks	<b>2,940.50</b>	390.16
(Secured by lien on Fixed Deposits placed by the Company)		
Total	<b>9,530.12</b>	5,003.02



	<b>As at 31st March, 2014</b>	As at 31st March, 2013
	<b>Rupees in lacs</b>	Rupees in lacs
<b>9 Trade payables</b>		
Outstanding dues to Micro and Small Enterprises (Refer Note 41)	-	-
Others	<b>1,640.29</b>	1,956.40
<b>Total</b>	<b>1,640.29</b>	1,956.40
<b>10 Other current liabilities</b>		
Current maturities of long-term Secured Loan (See 4.1(B) (1) above)	<b>388.44</b>	388.44
Current maturities of long-term Secured Loan (See 4.1(B) (2) above)	<b>20.44</b>	26.64
Current maturities of long-term Secured Loan (See 4.1(B) (3) above)	<b>312.50</b>	312.50
Current maturities of long-term Secured Loan (See 4.1(B) (4) above)	<b>66.67</b>	50.00
Current maturities of long-term Secured Loan (See 4.1(B) (5) above)	<b>666.66</b>	-
Current maturities of long-term Unsecured Loan (See 4.2 above)	<b>42.00</b>	126.70
Interest accrued but not due on borrowings	<b>258.68</b>	284.12
Unpaid Dividends *	<b>141.70</b>	118.05
Unpaid Matured Deposits and Interest Accrued thereon*	<b>7.68</b>	8.10
Advance Storage Rentals	<b>69.41</b>	110.63
Advance from Customers	<b>841.28</b>	782.72
Amounts Payable under Capital Contracts	<b>163.81</b>	253.42
Other Payables:		
(i) Statutory Dues	<b>332.88</b>	344.90
(ii) Commission payable to the Vice Chairman & Managing Director and the Managing Director (Refer Note 34)	<b>217.64</b>	310.95
<b>Total</b>	<b>3,529.79</b>	3,117.17
* These do not include any amounts due and outstanding to be credited to the Investor Education and Protection Fund.		
<b>11 Short-term provisions</b>		
Provision for Compensated Absences	<b>7.80</b>	23.35
Provision for Gratuity	<b>25.73</b>	68.50
Proposed Dividend - Final	<b>918.50</b>	751.50
Corporate Dividend Tax -Final	<b>156.10</b>	127.72
<b>Total</b>	<b>1,108.13</b>	971.07

## 12 Fixed Assets

	Rupees in lacs									
	Gross Block (at Cost)				Accumulated Depreciation			Net Block		
	As at 1st April, 2013	Additions	Deletions	As at 31st March, 2014	As at 1st April, 2013	Charge for the year	On Disposals	As at 31st March, 2014	As at 31st March, 2014	As at 31st March, 2013
<b>a) Tangible Assets:</b>										
Land - Freehold	425.82 (425.82)	- (-)	- (-)	425.82 (425.82)	- (-)	- (-)	- (-)	- (-)	425.82	425.82
Land - Leasehold	332.82 (332.82)	- (-)	- (-)	332.82 (332.82)	51.18 (40.09)	11.09 (11.09)	- (-)	62.27 (51.18)	270.55	281.64
Buildings	5,268.36 (2,258.22)	128.64 (3,010.14)	- (-)	5,397.00 (5,268.36)	416.10 (372.23)	86.00 (43.87)	- (-)	502.10 (416.10)	4,894.90	4,852.26
Plant and Equipment	20,417.88 (20,146.26)	6,093.07 (271.62)	- (-)	26,510.95 (20,417.88)	11,874.17 (10,915.97)	1,060.54 (958.20)	- (-)	12,934.71 (11,874.17)	13,576.24	8,543.71
Furniture and Fixtures	406.59 (360.96)	408.10 (45.63)	- (-)	814.69 (406.59)	146.90 (122.05)	29.75 (24.85)	- (-)	176.65 (146.90)	638.04	259.69
Vehicles	306.47 (286.51)	8.30 (60.99)	10.76 (41.03)	304.01 (306.47)	87.47 (81.49)	28.02 (26.47)	6.97 (20.49)	108.52 (87.47)	195.49	219.00
Office Equipment	553.18 (501.98)	47.44 (51.20)	- (-)	600.62 (553.18)	330.63 (283.85)	50.28 (46.78)	- (-)	380.91 (330.63)	219.71	222.55
<b>TOTAL</b>	<b>27,711.12</b> (24,312.57)	<b>6,685.55</b> (3,439.58)	<b>10.76</b> (41.03)	<b>34,385.91</b> (27,711.12)	<b>12,906.45</b> (11,815.68)	<b>1,265.68</b> (1,111.26)	<b>6.97</b> (20.49)	<b>14,165.16</b> (12,906.45)	<b>20,220.75</b>	<b>14,804.67</b>
<b>b) Intangible Assets - Others:</b>										
Computer Software - Acquired	477.12 (434.02)	19.36 (43.10)	- (-)	496.48 (477.12)	248.84 (163.97)	90.71 (84.87)	- (-)	339.55 (248.84)	156.93	228.28
<b>TOTAL</b>	<b>477.12</b> (434.02)	<b>19.36</b> (43.10)	<b>-</b> (-)	<b>496.48</b> (477.12)	<b>248.84</b> (163.97)	<b>90.71</b> (84.87)	<b>-</b> (-)	<b>339.55</b> (248.84)	<b>156.93</b>	<b>228.28</b>
<b>c) Capital Work-in- Progress</b>										
									<b>1,579.44</b>	5,709.94
									<b>21,957.12</b>	20,742.89

(Figures in brackets represent those of the previous year)

**Notes:**

- (1) Buildings include **Rs. 5.58 lacs** (Previous Year Rs. 5.58 lacs) for premises in a Co-operative Society against which the shares of the face value of Rs. 500 are held under the bye-laws of the society.
- (2) Gross Block of Assets includes Freehold Land at Trombay of the value of **Rs. 38.53 lacs** (Previous Year Rs. 38.53 lacs) given on lease to Sealord Containers Limited, a subsidiary of the Company.
- (3) Additions to Tangible Assets and Capital work in progress include borrowing cost capitalised during the year **Rs.178.41 Lacs** (Previous Year Rs.236.95 Lacs).

	<b>As at 31st March, 2014 Rupees in lacs</b>	As at 31st March, 2013 Rupees in lacs
<b>13 Non-current Investments</b>		
(Fully Paid Up, At Cost)		
<b>1 Trade Investments</b>		
<b>(a) Investments in Equity instruments of Subsidiaries (Refer Note 34)</b>		
9,37,500 shares of Rs. 10 each of Sea Lord Containers Limited (Quoted)	<b>96.81</b>	96.81
10,000 shares of Rs. 10 each of Eastern India LPG Company Private Limited (Unquoted)	<b>1.00</b>	1.00
1,00,000 shares of Rs. 10 each of Konkan Storage Systems (Kochi) Private Limited (Unquoted)	<b>10.00</b>	10.00
21,344 Shares of USD 1 each of Aegis Group International Pte Ltd., (Unquoted)	<b>10.00</b>	10.00
32,381,000 Shares of Rs.10 each of Aegis Gas (LPG) Private Limited (Unquoted)	<b>1,647.04</b>	1,647.04
49,999 Shares of USD 1 each of Aegis International Marine Services Pte Ltd., (Unquoted)	<b>26.44</b>	26.44
<b>(b) Investments in Preference Shares of a Subsidiary (Unquoted) (Refer Note 34)</b>		
12,00,000 6% Cumulative Redeemable shares of Rs.100 each of Sealord Containers Limited	<b>1,200.00</b>	1,200.00
38,00,000 8% Non Cumulative Redeemable shares of Rs. 100 each of Sealord Containers Limited	<b>3,800.00</b>	3,800.00
39,00,000 8% Non-Cumulative Redeemable shares of Rs.100 each of Hindustan Aegis LPG Limited	<b>3,900.00</b>	3,900.00
<b>2 Investment in Government Securities (Unquoted)</b>		
Government Securities of the Face Value of <b>Rs. 0.48 lacs</b> (Deposited with Government authorities)	<b>0.48</b>	0.48
<b>3 Other Investments (Non-Trade)</b>		
<b>(a) Investments in Equity Instruments (Quoted)</b>		
289 Equity Shares of Rs. 10 each of JIK Industries Limited	0.29	0.29
Less: Provision for diminution in value of investments	<u>(0.26)</u>	<u>(0.26)</u>
	<b>0.03</b>	0.03
<b>(b) Investments in Debentures (Quoted)</b>		
10,000 9.75% Debentures of Rs.1,000 each of Shri Ram Transport Finance Limited	<b>100.00</b>	100.00
423 11.35% Non-Convertible Debentures of Rs. 1,000 each of Shriram Transport Finance Limited	<b>4.23</b>	4.23
50 11.8% Perpetual Bonds of Rs. 1,000,000 each of Tata Iron & Steel Company Limited	<b>500.00</b>	500.00
20,000 12.25% Non-Convertible Debentures of Rs. 1,000 each of Muthoot Finance Limited	<b>200.00</b>	200.00
<b>(c) Other non-current investments</b>		
Investment under Portfolio Management Services managed by Anand Rathi Portfolio Management Services Limited (unquoted)		

		<b>As at 31st March, 2014 Rupees in lacs</b>	As at 31st March, 2013 Rupees in lacs
	<b>Face Value Rupees</b>		
<b>i) In Equity Instruments</b>			
15,023 units of Marwar Consultancy Private Limited	1	0.15	0.15
15,011 units of Vahin Advisors and Traders Private Limited	1	0.15	0.15
14,979 units of Jade Stone Development And Holding Private Limited	1	0.15	0.15
14,975 units of Prabal Traders and Advisors Private Limited	1	0.15	0.15
14,928 units of Zwenzi Traders Advisors Private Limited	1	0.15	0.15
14,918 units of Sherin Advisors and Traders Private Limited	1	0.15	0.15
15,354 units of Swarg Advisors and Traders Private Limited	1	0.15	0.15
15,305 units of Suryanagari Trading and Consultancy Private Limited	1	0.15	0.15
<b>ii) In Debentures</b>			
29,238 units of Sherin Advisors and Traders Private Limited - Debentures	100	29.24	29.24
29,156 units of Zwenzi Traders Advisors Private Limited - Debentures	100	29.16	29.16
14,641 units of Prabal Traders and Advisors Private Limited - Debentures	100	14.64	14.64
12,521 units of Vahin Advisors and Traders Private Limited - Debentures	100	12.52	12.52
12,399 units of Jade Stone Development And Holding Private Limited - Debentures	100	12.40	12.40
12,337 units of Marwar Consultancy Private Limited - Debentures	100	12.34	12.34
42,834 units of Swarg Advisors and Traders Private Limited - Debentures	100	42.83	42.83
40,890 units of Suryanagari Trading and Consultancy Private Limited - Debentures	100	40.89	40.89
<b>iii) In Mutual fund</b>			
153.349 units of Reliance Liquid Fund - Treasury Plan - Weekly Dividend	1,000	2.35	2.35
		<b>197.57</b>	197.57
	Total	<b>11,693.60</b>	11,693.60

	Cost		Market Value	
	As at 31st March, 2014 Rupees in lacs	As at 31st March, 2013 Rupees in lacs	As at 31st March, 2014 Rupees in lacs	As at 31st March, 2013 Rupees in lacs
(a) Aggregate value of Quoted Investments*	901.07	901.07	839.33	856.09
(b) Aggregate value of Unquoted Investments	10,792.53	10,792.53	-	-
	<b>11,693.60</b>	11,693.60	<b>839.33</b>	856.09
(c) Aggregate provision for diminution in value of investments	0.26	0.26		

\* includes listed but not traded investment having cost of Rs.96.81 lacs (Previous Year Rs. 96.81 lacs) for which market value is not available.

	<b>As at 31st March, 2014</b>	As at 31st March, 2013
	<b>Rupees in lacs</b>	Rupees in lacs
<b>14 Long-term loans and advances</b>		
(Unsecured and considered good)		
Deposits with Government Authorities and Others	<b>460.49</b>	527.66
Cenvat Credit and Service tax Setoff (net)	<b>445.35</b>	334.46
Advance Tax (Net of Provision for Tax)	<b>996.97</b>	904.03
Loans and advances to related parties (Refer Note 34)		
(a) Eastern India LPG Company Private Limited	<b>68.16</b>	68.24
(b) Konkan Storage Systems (Kochi) Private Limited	<b>4,002.82</b>	4,167.57
(c) Hindustan Aegis LPG Limited	-	630.13
(d) Aegis Gas (LPG) Private Limited	<b>8,295.80</b>	1,755.21
<b>Total</b>	<b>14,269.59</b>	8,387.30
<b>15 Other non-current assets</b>		
Unamortized Premium on Shares and Debentures	<b>48.27</b>	57.41
<b>Total</b>	<b>48.27</b>	57.41
<b>16 Current Investments - Non-trade</b>	Face value in Rupees	
(At Lower of Cost and Fair Value)		
In Units of Mutual Fund (Fully paid up)		
889,967 of IDFC Sterling Equity Fund - Dividend - (Regular Plan)	13	118.02
Nil (Previous year 39931.148) of Baroda Pioneer Treasury Advantage Fund - Daily Dividend Fund	1,000	399.72
<b>Total</b>	<b>124.48</b>	517.74
	<b>Amount</b>	<b>Market Value</b>
	<b>As at 31st March, 2014</b>	As at 31st March, 2013
	<b>Rupees in lacs</b>	<b>Rupees in lacs</b>
	<b>As at 31st March, 2014</b>	As at 31st March, 2013
	<b>Rupees in lacs</b>	<b>Rupees in lacs</b>
(a) Aggregate value of Quoted Investments	-	-
(b) Aggregate value of Unquoted Investments	<b>124.48</b>	517.74
(c) Aggregate provision for diminution in value of investments	<b>Nil</b>	Nil
<b>17 Inventories</b>		
(At cost and the net realizable value whichever is lower)		
Stock-in-Trade		
- Liquefied Petroleum Gas	<b>1,050.77</b>	789.83
- Others - Machinery for Autogas Dispensing Station	<b>181.35</b>	127.34
Stores and Spare Parts	<b>545.44</b>	333.30
<b>Total</b>	<b>1,777.56</b>	1,250.47
<b>18 Trade receivables (Unsecured)</b>		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good	<b>542.31</b>	803.20
Considered Doubtful	<b>76.24</b>	50.82
<b>Total</b>	<b>618.55</b>	854.02

	<b>As at 31st March, 2014</b>	As at 31st March, 2013
	<b>Rupees in lacs</b>	Rupees in lacs
Less: Provision for Doubtful Trade Receivables	<b>76.24</b>	50.82
	<b>542.31</b>	803.20
Other Trade Receivables - Considered Good	<b>1,482.66</b>	2,122.07
<b>Total</b>	<b>2,024.97</b>	2,925.27

## 19 Cash and Cash equivalents

Balances with banks		
(i) In current accounts	<b>51.04</b>	82.60
(ii) Cheques on Hand	<b>43.59</b>	-
(iii) In deposit accounts (Refer Note 19.2)	<b>5,086.76</b>	6,068.17
(iv) In earmarked accounts		
- Unpaid dividend accounts	<b>141.70</b>	118.05
- Balances held as margin money against guarantees and other commitments (Refer Note 19.3)	<b>599.22</b>	547.17
<b>Total</b>	<b>5,922.31</b>	6,815.99

<b>19.1</b> Of the above, the balances that meet the definition of Cash and cash equivalents as per Accounting Standard (AS - 3)"Cash Flow Statements" are	<b>2,240.89</b>	5,760.61
<b>19.2</b> Deposits placed with the bank as security against borrowings (includes deposit having maturity of more than 12 months <b>Rs.15 lacs</b> (Previous Year Rs.50 lacs)	<b>4,283.10</b>	2,040.91
Loan amounting outstanding against above at the year end	<b>2,940.50</b>	390.16
<b>19.3</b> Margin Monies included in Balances with banks which have a maturity of more than 12 months from the Balance Sheet date.	<b>20.45</b>	19.54

## 20 Short-term loans and advances

(Unsecured and considered good)		
Advances to Suppliers	<b>321.40</b>	447.75
Balance with Government Authorities	<b>1,091.54</b>	599.26
Prepaid Expenses	<b>237.63</b>	235.87
Cenvat Credit and Service tax Setoff (net)	<b>148.45</b>	111.49
<b>Total</b>	<b>1,799.02</b>	1,394.37

## 21 Other current assets

Interest accrued on Debentures / Fixed deposits with bank	<b>10.63</b>	258.51
Unbilled Revenue	<b>314.49</b>	296.32
Foreign Exchange Gain - Mark-to-Market Basis (Net)	-	64.61
Unamortized Premium on Shares and Debentures	<b>7.71</b>	8.70
<b>Total</b>	<b>332.83</b>	628.14

	<b>Current Year Rupees in lacs</b>	Previous Year Rupees in lacs
<b>22 Revenue from operations</b>		
Sales - Traded Goods		
- Liquefied Petroleum Gas	<b>25,061.21</b>	27,348.10
- Others - Machinery for Autogas Dispensing Station	-	114.32

	Current Year Rupees in lacs	Previous Year Rupees in lacs
	<b>25,061.21</b>	27,462.42
Service Revenue		
- Liquid Terminal Division	<b>8,122.43</b>	7,538.68
- Gas Terminal Division	<b>3,817.93</b>	3,295.45
	<b>11,940.36</b>	10,834.13
Other Operating Revenue		
- Lease Rental	<b>83.68</b>	80.83
<b>Total</b>	<b>37,085.25</b>	38,377.38
<b>23 Other income</b>		
Dividend on Investments (Current, non-trade)	<b>19.89</b>	174.67
Dividend on Investments (Non-Current, non-trade)	-	574.42
Interest on Investments (Non-Current, non-trade)	<b>93.70</b>	93.25
Interest on deposit with banks, income tax refund etc.	<b>613.77</b>	728.44
Income on account of claim	-	130.00
Foreign Exchange Fluctuation Gain (net)	-	4.13
Sundry Credit Balances Written Back	<b>24.11</b>	-
Rental Income	<b>2.40</b>	10.80
Miscellaneous Receipts	<b>148.60</b>	85.45
<b>Total</b>	<b>902.47</b>	1,801.16
<b>24 Purchases of Traded Goods</b>		
Liquified Petroleum Gas	<b>23,324.25</b>	24,879.99
Others - Machinery for Autogas Dispensing Station	<b>59.68</b>	73.71
<b>Total</b>	<b>23,383.93</b>	24,953.70
<b>25 Changes in Inventories of Traded Goods</b>		
Inventories at the end of the year		
Liquified Petroleum Gas	<b>1,050.27</b>	789.83
Others - Machinery for Autogas Dispensing Station	<b>181.35</b>	127.34
Sub-total (A)	<b>1,231.62</b>	917.17
Inventories at the beginning of the year		
Liquified Petroleum Gas	<b>789.83</b>	298.08
Others - Machinery for Autogas Dispensing Station	<b>127.34</b>	147.76
Sub-Total (B)	<b>917.17</b>	445.84
<b>(B) -(A)</b>	<b>(314.45)</b>	(471.33)
<b>26 Employee benefits expense</b>		
Salaries and Wages	<b>2,607.61</b>	2,505.01
Contribution to Provident and Other Funds	<b>195.29</b>	187.31
Staff Welfare Expenses	<b>125.64</b>	110.38
<b>Total</b>	<b>2,928.54</b>	2,802.70
<b>27 Finance costs</b>		
Interest Expense	<b>995.75</b>	845.13
Other Borrowing Cost	<b>233.35</b>	110.76
<b>Total</b>	<b>1,229.10</b>	955.89

		Current Year Rupees in lacs	Previous Year Rupees in lacs
<b>28 Depreciation and amortization expense</b>			
Depreciation of Tangible Assets		1,265.68	1,111.26
Amortization of Intangible Assets		90.71	84.87
Less : Transferred to Capital Work-in-Progress		(12.65)	(7.58)
<b>Total</b>		<b>1,343.74</b>	<b>1,188.55</b>
<b>29 Other Expenses</b>			
Stores and Spare parts consumed		315.08	328.02
Power and Fuel		627.20	524.68
Labour and Other Charges		337.11	289.00
Repairs - Buildings		7.94	19.18
Repairs - Others		135.37	78.59
Repairs to Machinery		145.13	160.23
Water Charges		45.28	70.17
Way Leave Fees		573.37	487.82
Tankage Charges		119.08	-
Rates and Taxes (including Wealth Tax)		128.32	248.44
Rent		43.78	29.67
Lease Rentals		370.46	259.66
Insurance		350.02	256.09
Legal and Professional charges		501.61	357.05
Printing and Stationery		38.23	45.09
Communication Expenses		89.73	79.01
Rebates & Discount		174.83	40.04
Travelling, Conveyance and Vehicle Expenses		427.94	364.32
Amortization of Premium on Forward and Currency Option Contracts		639.27	378.85
Advertisement		8.36	35.58
Commission on Sales		291.94	340.04
Commission to Directors (Refer Note 34)		340.00	450.00
Directors' Sitting Fees		6.54	3.34
Diminution in value of Current Investments		0.01	2.46
Loss on Sale of Fixed Assets		2.37	14.93
Provision for doubtful debts		29.18	-
Sundry Debit Balances written off		14.07	-
Donations		206.80	220.75
Miscellaneous Expenses (including Security services, Books, Subscription, Selling expenses etc.)		363.33	281.87
<b>Total</b>		<b>6,332.35</b>	<b>5,364.88</b>
<b>30 Earnings per share</b>			
The Numerators and denominators used to calculate Earnings per Share:			
Nominal Value of Equity Share (Rs.)	Rs.	10/-	10/-
Net Profit available for equity shareholders (Rs. In lacs) - (A)	Rs.	1,940.97	4,007.37
Weighted Average number of shares outstanding during the year - (B)	Nos.	33,400,000	33,400,000
<b>Basic and Diluted Earnings Per Share (Rs.) - (A) / (B)</b>	<b>Rs.</b>	<b>5.81</b>	<b>12.00</b>



	Current Year Rupees in lacs	Previous Year Rupees in lacs
<b>31 Contingent liabilities and commitments</b>		
a) Income Tax demands disputed by the Company relating to disallowances.	<b>77.96</b>	27.00
b) Sales Tax demands disputed by the Company relating to forms etc.	<b>13.07</b>	13.07
c) Claims against the Company not acknowledged as debts	<b>12.00</b>	12.00
Future Cashflows in respect of above are determinable only on receipt of Judgements / decision pending with various forums / authorities. The company is hopeful of succeeding & as such dose not expect any significant liability to crystalize.		
d) Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of Advances)	<b>21.39</b>	143.70
e) Letters of Credit given on behalf of Subsidiaries	<b>19,174.00</b>	13,577.50
f) Guarantees given to Banks against repayment of loans advanced from time to time to Sea Lord Containers Limited., a Subsidiary of the Company to the extent of <b>Rs. 1,927 lacs</b> (Previous year Rs. 6,650 lacs). The balance of such loan outstanding as at 31st March, 2014 was <b>Rs. 1,927 lacs</b> (Previous Year Rs. 4,575 lacs)		
g) Guarantees given to Banks against repayment of working capital facilities advanced from time to time to Hindustan Aegis LPG Limited, a wholly owned subsidiary of the Company to the extent of <b>Rs.13,500 lacs</b> (Previous Year Rs. 23,100 lacs). The amount of such facilities availed against guarantee as at 31st March, 2014 was <b>Rs. 450 lacs</b> (Previous Year Rs. 12,029 lacs).		
h) Guarantees given to Suppliers against credit extended to Aegis Group International Pte Limited, Aegis International Marine Pte Limited, Hindustan Aegis LPG Limited and Aegis Gas (LPG) Private Limited, wholly owned subsidiaries of the Company to the extent of <b>Rs.18,755 lacs</b> (Previous Year Rs. 16,443 lacs). The amount of such credit availed against guarantee as at 31st March, 2014 was <b>Rs. 16,954.29 lacs</b> (Previous Year Rs. 24,974.75 lacs).		
i) Guarantees given to Banks against repayment of working capital facilities advanced from time to time to Aegis Gas LPG Private Limited, a wholly owned subsidiary of the Company to the extent of <b>Rs.4,600 lacs</b> (Previous Year Rs. 1600 lacs). The amount of such facilities availed against guarantee as at 31st March, 2014 was <b>Rs. 1,500 lacs</b> (Previous Year Rs. 1500 lacs).		
<b>32 Payments to Auditors for the year*</b>		
(a) As Auditors	<b>17.75</b>	17.75
(b) For taxation matters,	<b>2.00</b>	2.00
(c) For Other services - Limited Review and Certification Work	<b>12.20</b>	10.20
(d) For reimbursement of expenses	<b>0.24</b>	0.12
(e) Service Tax	<b>3.95</b>	3.08
<b>Total</b>	<b>36.14</b>	33.15

\*Excludes payment of Rs. 25.70 lacs (Previous Year Rs. 6.45 lacs) for Taxation matters to an affiliated firm covered by a networking arrangement which is registered with the Institute of Chartered Accountants of India.

### 33 Segment Reporting - Basis of preparation

The Company has identified two reportable business segments (Primary Segments) viz. Liquid Terminal Division and Gas Terminal Division.

Liquid Terminal Division undertakes storage & terminalling facility of Oil & Chemical products.

Gas Terminal Division relates to imports, storage & distribution of Petroleum products viz. LPG, Propane etc.

Segments have been identified and reported taking into account, the nature of products and services, the differing risks and returns and the internal business reporting systems.

During the year, investments made by the Company have exceeded 10% of its total assets. However, such investments have not exceeded 10% of its total assets as per Consolidated Financial Statement of the Company. Hence, Investments are not treated as separate reportable segment by the Company. Consequently, Segment information has been presented on the basis of Accounting Standard (AS 17) "Segment Reporting" as applicable to the Consolidated Financial Statements of the Company as specified under Paragraph 4 of the said standard.

The accounting policies adopted for the segment reporting are in line with the accounting policies of the company with the following additional policies for the segment reporting :

(a) Revenue and expenses have been identified to segment on the basis of their relationship to the operating activities of the segment. Revenue and expenses which relate to the enterprise as a whole and are not allocable to segment on a reasonable basis have been disclosed as "Other unallocable expenditure (net)".

(b) Segment assets and segment liabilities represent assets and liabilities in respective segments. It excludes investments, tax related assets and other assets and liabilities which cannot be allocated to a segment on a reasonable basis and hence have been disclosed as "Other unallocable assets / liabilities".

(c) The Company does not have material earnings emanating from outside India. Hence, the company is considered to operate in only the domestic geographical segment.

Information about the Company's business segments (Primary Segments) is given below:

	<b>Liquid Terminal Division Rupees in lacs</b>	<b>Gas Terminal Division Rupees in lacs</b>	<b>Total Rupees in lacs</b>
Segment Revenue	8,128.25	28,957.00	37,085.25
	7,546.25	30,831.13	38,377.38
Segment Results	<b>3,549.51</b>	<b>2,466.23</b>	<b>6,015.74</b>
	3,322.04	3,842.05	7,164.09
Add : Interest Income			<b>707.47</b>
			821.69
Less : (1) Interest Expenses			<b>1,229.10</b>
			955.89
(2) Other unallocable expenditure (net)			<b>2,409.60</b>
			1,645.74
Profit before Tax			<b>3,084.51</b>
			5,384.15
Less : Taxation			<b>1,143.54</b>
			1,376.78
Profit after Tax			<b>1,940.97</b>
			4,007.37
Segment Assets	<b>15,842.48</b>	<b>12,638.45</b>	<b>28,480.93</b>
	15,460.78	9,049.27	24,510.05
Other unallocable assets			<b>31,468.82</b>
			29,903.13
Total Assets			<b>59,949.75</b>
			54,413.18
Segment Liabilities	<b>1,129.27</b>	<b>1,002.41</b>	<b>2,131.68</b>
	1,214.93	2,712.07	3,927.00
Other unallocable liabilities			<b>7,041.69</b>
			4,963.72
Total Liabilities			<b>9,173.37</b>
			8,890.72
Segment Capital Expenditure	<b>1,453.93</b>	<b>691.55</b>	<b>2,145.48</b>
	4,206.72	412.54	4,619.26
Other unallocable Capital Expenditure			<b>428.93</b>
			3,004.59

	<b>Liquid Terminal Division Rupees in lacs</b>	<b>Gas Terminal Division Rupees in lacs</b>	<b>Total Rupees in lacs</b>
Total Capital expenditure			2,574.41
			7,623.85
Depreciation	<b>646.14</b>	<b>608.30</b>	<b>1,254.44</b>
	550.73	590.80	1,141.53
Other unallocable Depreciation			<b>89.30</b>
			47.02
Total Depreciation			<b>1,343.74</b>
			1,188.55

**Note:** Figures not in bold represent those of the previous year.

### 34 Related Party Disclosures

As per the Accounting Standard 18, the disclosure of transactions with the related parties as defined in the Accounting Standard are given below:

(a) List of related parties and relationships:

<b>Sr. No.</b>	<b>Name of the Related Party</b>	<b>Relationship</b>
1	Hindustan Aegis LPG Limited (HALPG)	Wholly owned subsidiary Company
2	Sea Lord Containers Limited	Subsidiary Company
3	Konkan Storage Systems (Kochi) Private Limited	Wholly owned Subsidiary Company
4	Eastern India LPG Company Private Limited	Wholly owned Subsidiary Company
5	Aegis Group International Pte Limited	Wholly owned Subsidiary Company
6	Aegis Gas (LPG) Private Limited	Wholly owned Subsidiary Company
7	Aegis International Marine Services Pte. Limited	Wholly owned Subsidiary Company
8	Aegis Terminal Pipavav Limited	Wholly owned Subsidiary Company
9	Aegis LPG Logistics (Pipavav) Limited	Wholly owned Subsidiary Company
10	Mr. R.K.Chandaria	Key Management Personnel
11	Mr. A.K.Chandaria	Key Management Personnel
12	Trans Asia Petroleum Inc.(Tapi)	Tapi has significant influence over the Company
13	Huron Holdings Limited (Huron)	Huron has significant influence over the Company

## (b) Transactions during the year with related parties:

Sr. No.	Nature of transaction	(Rs. in lacs)												
		Subsidiary Company	Subsidiary Company	Subsidiary Company	Subsidiary Company	Subsidiary Company	Subsidiary Company	Subsidiary Company	Subsidiary Company	Subsidiary Company	Key Management Personnel	Key Management Personnel	Tapi	Huron
		1	2	3	4	5	6	7	10	11	12	13		
(i)	Investments Purchased during the year	-	-	-	-	-	-	-	-	-	-	-	-	-
		(1,000.00)												(1,000.00)
(ii)	Investments - Balance at the year end	<b>3,900.00</b>	<b>5,096.81</b>	<b>10.00</b>	<b>1.00</b>	<b>10.00</b>	<b>1,647.04</b>	<b>26.44</b>	-	-	-	-	-	<b>10,691.29</b>
		(3,900.00)	(5,096.81)	(10.00)	(1.00)	(10.00)	(1,647.04)	(26.44)						(10,691.29)
(iii)	Loan Given during the year	-	-	-	-	-	<b>6,540.51</b>	-	-	-	-	-	-	<b>6,540.51</b>
		(630.13)					(1,755.21)							(2,385.34)
(iv)	Loan Repaid during the year	<b>630.13</b>	-	<b>164.75</b>	<b>0.08</b>	-	-	-	-	-	-	-	-	<b>794.96</b>
				(75.00)										(75.00)
(v)	Reimbursement of Expenses - Demurrage Charges etc.	-	-	-	-	-	-	-	-	-	-	-	-	-
		(1,092.80)												(1,092.80)
(vi)	Loan Given balance at the year end	-	-	<b>4,002.82</b>	<b>68.15</b>	-	<b>8,295.80</b>	-	-	-	-	-	-	<b>12,366.77</b>
		(630.13)		(4,167.57)	(68.24)		(1,755.21)							(6,621.15)
(vii)	Storage Revenue/Throughput Charges Received	-	<b>96.00</b>	-	-	-	<b>76.26</b>	-	-	-	-	-	-	<b>172.26</b>
			(96.00)				(46.50)							(142.50)
(viii)	Storage Revenue/Throughput Charges Paid	-	<b>119.08</b>	-	-	-	-	-	-	-	-	-	-	<b>119.08</b>
(ix)	Commission to Managing Directors	-	-	-	-	-	-	-	<b>170.00</b>	<b>170.00</b>	-	-	-	<b>340.00</b>
									(225.00)	(225.00)				(450.00)
(x)	Sundry Creditors - year end balance	-	<b>17.60</b>	-	-	-	-	-	-	-	-	-	-	<b>17.60</b>
(xi)	Sundry Debtors - year end balance	-	-	<b>0.57</b>	-	-	-	-	-	-	-	-	-	<b>0.57</b>
			(8.24)	(0.39)										(8.63)
(xii)	Guarantees Given to Bank/Suppliers - year end balance	<b>13,500.00</b>	<b>1,927.00</b>	-	-	<b>37,150.00</b>	<b>4,600.00</b>	<b>779.00</b>	-	-	-	-	-	<b>57,956.00</b>
		(23,100.00)	(6,650.00)			(29,870.50)	(1,600.00)							(61,220.50)
(xiii)	Amount paid on our behalf	-	-	-	-	-	-	-	-	-	-	-	-	-
			(31.25)											(31.25)
(xiv)	Amount paid on behalf of	<b>0.21</b>	-	<b>0.18</b>	-	-	-	-	-	-	-	-	-	<b>0.39</b>
			(0.22)											(0.22)
(xv)	Lease Rent Received	-	<b>46.00</b>	-	-	-	-	-	-	-	-	-	-	<b>46.00</b>
			(46.00)											(46.00)
(xvi)	Sale of Trading Goods	-	-	-	-	-	<b>689.60</b>	-	-	-	-	-	-	<b>689.60</b>
							(222.44)							(222.44)
(xvii)	Purchase of Trading Goods	-	-	-	-	-	<b>222.82</b>	-	-	-	-	-	-	<b>222.82</b>
							(379.74)							(379.74)
(xviii)	Dividend on Preference Shares - Received	-	-	-	-	-	-	-	-	-	-	-	-	-
			(574.42)											(574.42)
(xix)	Interim Dividend - Paid	-	-	-	-	-	-	-	-	-	-	-	<b>298.14</b>	<b>521.30</b>
													(208.71)	(364.92)
(xx)	Proposed Dividend - Final	-	-	-	-	-	-	-	-	-	-	-	<b>327.96</b>	<b>573.43</b>
													(268.33)	(469.17)

Note: Figures in brackets represent previous year's amounts.

### 35 Reconciliation of opening and closing balance of the present value of the defined benefit obligation for gratuity is given below

Particulars	Current Year Rupees in lacs	Previous Year Rupees in lacs			
<b>Components of employer expense</b>					
Current service cost	28.64	28.81			
Interest cost	29.50	24.67			
Expected return on plan assets	(4.19)	(3.33)			
Actuarial losses/(gains)	(6.89)	17.14			
<b>Total expense recognized in the Statement of Profit and Loss</b>	<b>47.06</b>	<b>67.29</b>			
<b>Actual contribution and benefit payments for year</b>					
Actual contributions	22.48	21.50			
<b>Net asset / (liability) recognized in the Balance Sheet</b>					
Present value of defined benefit obligation	367.62	357.50			
Fair value of plan assets	(33.59)	(39.80)			
<b>Net asset / (liability) recognized in the Balance Sheet</b>	<b>334.03</b>	<b>317.70</b>			
<b>Change in defined benefit obligations (PBO) during the year</b>					
Present value of PBO at beginning of the year	357.50	290.22			
Current service cost	28.64	28.81			
Interest cost	29.50	24.67			
Benefit Paid	(41.13)	(3.34)			
Actuarial (gains) / losses	(6.89)	17.14			
Present value of PBO at the end of the year	367.62	357.50			
<b>Change in fair value of assets during the year</b>					
Plan assets at beginning of the year	39.80	18.31			
Expected return on plan assets	4.19	3.33			
Actual company contributions	22.48	21.50			
Benefit Paid	(32.88)	(3.34)			
Actuarial gain/(loss) on Plan Assets	-	-			
Plan assets at the end of the year	33.59	39.80			
Actual return on plan assets	4.19	3.33			
<b>Actuarial assumptions</b>					
Discount rate	9.00%	8.25%			
Expected return on plan assets	8.75%	9.25%			
Salary escalation	6.75%	6.25%			
Mortality tables	IALM (2006-08) Ultimate	LIC (1994-96) Ultimate			
<b>Experience adjustments</b>					
<b>Gratuity</b>	<b>2013-14</b>	2012-13	2011-12	2010-11	2009-10
Present value of PBO	367.62	357.50	290.22	208.62	184.35
Fair value of plan assets	33.59	39.80	18.31	64.99	51.31
Funded status [Surplus / (Deficit)]	(334.03)	(317.70)	(271.91)	(143.63)	(133.04)
Experience gain / (loss) adjustments on plan liabilities	6.89	(17.14)	-	(3.03)	21.57
Experience gain / (loss) adjustments on plan assets	-	-	-	-	-

	Current Year Rupees in lacs	Previous Year Rupees in lacs
<b>Actuarial assumptions for long-term compensated absences</b>		
Discount rate	9.00%	8.25%
Salary escalation	6.75%	6.25%

**Notes:**

(i) The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.

(ii) The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

(iii) In absence of specific details of plan assets from LIC, the details of plan assets have not been furnished. The details of experience adjustment relating to Plan assets are not readily available in valuation report and hence are not furnished.

(iv) The Company's best estimate of contributions expected to be paid to the plan during the annual period beginning after 31st March, 2014 is **Rs.25.74 Lacs** (Previous Year Rs. 23.94 lacs)

(v) Employee Benefits Expenses Include:

a) Employees' Compensated absences **Rs. 84.06 lacs** (Previous Year Rs 179.22 lacs).

b) Contribution to Provident Fund **Rs. 94.71 lacs** (Previous Year Rs. 85.60 lacs).

**36 Value of imports calculated on C.I.F. bases in respect of**

	Current Year Rupees in lacs	Previous Year Rupees in lacs
(i) Trading Goods	18,395.96	19,631.81
(ii) Stores & Spares	-	6.31

**37 Expenditure in Foreign Currency on Account of**

	Current Year Rupees in lacs	Previous Year Rupees in lacs
Interest Expense	31.31	124.97
Other Matters - Travelling, etc.	25.24	17.09

**38 Value of Stores and Spares Consumed**

	Current Year		Previous Year	
	Rupees in lacs	Percentage of Total Consumption	Rupees in lacs	Percentage of Total Consumption
Imported	17.79	5.65%	16.03	13.60%
Indigenous	297.29	94.35%	311.99	86.40%
<b>TOTAL</b>	<b>315.08</b>	<b>100.00%</b>	<b>328.02</b>	<b>100%</b>

(Excludes Spares consumed for repairs etc. and charged to relevant heads of accounts)

**39 Earnings in Foreign Currency**

	Current Year Rupees in lacs	Previous Year Rupees in lacs
Sales - Trading Goods	-	369.00

**40** Amount remitted during the year in Foreign Currency on Account of Dividends

	Current Year	Previous Year
<b>Final Dividend:</b>		
(i) Number of Non-Resident Shareholders	3	3
(ii) Number of Shares held by them on which Dividend was due	22,972,550	22,972,550
(iii) Year to which Dividend relates	2012-13	2011-12
(iv) Amount remitted (Rs. in lacs)	516.88	459.45
<b>Interim Dividend:</b>		
(i) Number of Non-Resident Shareholders	3	3
(ii) Number of Shares held by them on which Dividend was due	22,972,550	22,972,550
(iii) Year to which Dividend relates	2013-14	2012-13
(iv) Amount remitted (Rs. in lacs)	574.31	402.02

Except for the above shareholders, the Company has not made any remittance in foreign currency on account of dividends during the year. The Company does not have information as to the extent to which remittances in foreign currencies on account of dividends have been made to non-resident shareholders.

**41** There are no Micro, Small and Medium Enterprises, as defined in the Micro, Small, Medium Enterprises Development Act, 2006, to whom the Company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made.

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the information available with the Company. This has been relied upon by the auditors.

**42** The details of derivative instruments and foreign currency exposures are as under:

The Company uses derivative instruments (Forward Cover and Options Contracts) to hedge its risks associated with foreign currency fluctuations. The use of derivative instruments is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such derivative instruments consistent with the Company's Risk Management Policy. The Company does not use derivative instruments for speculative purposes.

Outstanding Short Term Derivative Contracts entered into by the Company on account of payables

As at	US Dollar Equivalent (in lacs)	INR Equivalent (in lacs)
31.03.2014	122.49	7,339.60
31.03.2013	107.58	5,842.67
The unhedged amount in respect of the above	0.15 (-)	8.99 (-)

**43** Disclosure of Loans / Advances to Subsidiaries, Associate Companies etc. (As required by clause 32 of the listing agreements with the Stock Exchanges)

Subsidiary Companies :		(Rs. in lacs)	
		Amount Outstanding	Max. Amount Outstanding
1	Aegis Gas (LPG) Private Limited	8,295.80	8,295.80
	Previous year	1,755.21	1,755.21
2	Konkan Storage Systems (Kochi) Private Limited	4,002.82	4,167.57
	Previous year	4,167.57	4,242.57
3	Eastern India LPG Company Private Limited	68.16	68.24
	Previous year	68.24	68.24
4	Hindustan Aegis LPG Limited	-	630.13
	Previous year	630.13	630.13

(c) In respect of the loan of **Rs.8,295.80 lacs** (Previous Year Rs. 1,755.21 lacs) given to Aegis Gas (LPG) Private

Limited, loan of **Rs. 4,002.82 lacs** (Previous Year Rs. 4,167.57 lacs) given to Konkan Storage Systems (Kochi) Private Limited, loan of **Rs.68.16 lacs** (Previous Year Rs. 68.24 lacs) given to Eastern India LPG Company Private Limited, and loan of **Rs. Nil lacs** (Previous Year 630.13 lacs) given to Hindustan Aegis LPG Limited, wholly owned subsidiaries of the Company, no interest is charged.

However, the provisions of Section 372A of the Companies Act, 1956 are not applicable to loans covered under (c) above in view of the loanees being wholly owned subsidiaries of the Company.

- 44** The Company had issued in the Financial Year ended 31st March, 2011, 21,20,190 Equity Shares on Preferential basis for a total consideration of Rs.6,827.01 Lacs.

The objects of the issue, inter-alia, were to fund the Capex plan of the Group and / or Working Capital requirements. The utilization of the proceeds, after considering Share Issue Expenses, is as under

<b>Particulars</b>	<b>Current Year Rupees in lacs</b>	Previous Year Rupees in lacs
Capital Expenditure (including Group)	<b>6,191.26</b>	1,266.75
Fixed Deposits with Scheduled Banks	-	3,404.97
Investment in Bonds of Corporate Bodies	-	500.00
Investment in Non Convertible Debentures of Corporate Bodies	-	304.23
Investments under the Portfolio Management Services maintained by Anand Rathi Financial Services Limited	-	197.57
Investment in units of Mutual Funds	-	517.74
<b>Total</b>	<b>6,191.26</b>	6,191.26

- 45** The Company holds 100,000 equity shares of Rs. 10 each amounting to Rs. 10 lacs in Konkan Storage Systems (Kochi) Private Limited (Konkan), a wholly owned subsidiary of the Company. The Company has also given a loan of Rs.4,002.82 lacs (Previous Year Rs. 4,167.57 lacs). As per the audited accounts of Konkan for the year ended 31st March, 2014, the accumulated losses are Rs. 844.46 lacs (Previous Year Rs. 878.54 lacs) as against the paid up capital of Rs. 10 lacs. However, based on business projections / future plans of Konkan (a strategic long term investment of the Company), and continued financial support from the Company, the management believes that no loss would arise in respect of the Company's aforesaid financial involvement for which a provision is currently necessary in this financial statements.

- 46** Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

**For and on behalf of the Board of Directors**

**Anish K. Chandaria** Managing Director & CEO

**Dineshchandra J. Khimasia**  
**Kanwaljit S. Nagpal** } Directors

Mumbai,  
Dated: 29th May, 2014

**Murad M. Moledina**  
Chief Financial Officer

**Monica T. Gandhi**  
Company Secretary & Chief Manager: Legal



# Independent Auditors' Report

To the Board of Directors of Aegis Logistics Limited

## Report on the Consolidated Financial Statements

**1** We have audited the accompanying consolidated financial statements of **Aegis Logistics Limited** (the "Company") and its subsidiaries (the Company and its subsidiaries constitute "the Group"), which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2014, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

## Management's Responsibility for the Consolidated Financial Statements

**2** The Company's 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 flows of the Group in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditors' Responsibility

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

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

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

## Opinion

**6** In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the financial statements / financial information of the subsidiaries referred to below in the Other Matter paragraph, the aforesaid

consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at 31<sup>st</sup> March, 2014;
- (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 flows of the Group for the year ended on that date.

### **Other Matter**

**7** We did not audit the financial statements of eight subsidiaries, whose financial statements reflect total assets (net) of Rs. 30,121 lacs as at 31<sup>st</sup> March, 2014, total revenues of Rs. 80,145 lacs and net cash flows amounting to Rs. 2,946 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

Our opinion is not qualified in respect of this matter.

**For Deloitte Haskins & Sells LLP.**

Chartered Accountants

Firm's Registration No. 117366W/W-100018

**A. Siddharth**

Partner

Membership No. 31467

Place: Mumbai,

Dated: 29th May, 2014

# Consolidated Balance Sheet as at 31st March, 2014

Particulars	Note No.	As at 31st March, 2014		As at 31st March, 2013
		Rupees in lacs	Rupees in lacs	Rupees in lacs
<b>I. EQUITY AND LIABILITIES</b>				
(1) <b>SHAREHOLDERS' FUNDS</b>				
(a) Share Capital	4	3,340.45		3,340.45
(b) Reserves & surplus	5	<u>31,676.12</u>		<u>27,621.95</u>
			<b>35,016.57</b>	<u>30,962.40</u>
(2) <b>MINORITY INTEREST</b>			<b>1,260.98</b>	499.15
(3) <b>NON-CURRENT LIABILITIES</b>				
(a) Long-term borrowings	6	10,918.34		11,822.64
(b) Deferred tax liabilities (Net)	7	1,834.59		1,871.84
(c) Other Long term liabilities	8	1,381.04		1,297.05
(d) Long-term provisions	9	<u>569.90</u>		<u>457.73</u>
			<b>14,703.87</b>	<u>15,449.26</u>
(4) <b>CURRENT LIABILITIES</b>				
(a) Short-term borrowings	10	11,619.96		19,492.30
(b) Trade payables	11	19,117.01		28,601.06
(c) Other current liabilities	12	5,681.92		4,232.48
(d) Short-term provisions	13	<u>1,411.16</u>		<u>1,295.77</u>
			<b>37,830.05</b>	<u>53,621.61</u>
		<b>TOTAL</b>	<b>88,811.47</b>	100,532.42
<b>II. ASSETS</b>				
(1) <b>NON-CURRENT ASSETS</b>				
(a) Fixed assets				
(i) Tangible assets	14	41,024.28		27,884.05
(ii) Intangible assets	14	210.79		292.62
(iii) Capital work-in-progress	14	<u>3,543.59</u>		<u>8,294.39</u>
		<b>44,778.66</b>		<u>36,471.06</u>
(b) Goodwill on Consolidation		1,370.70		1,370.70
(c) Non-Current Investments	15	1,002.91		1,002.71
(d) Deferred Tax Assets (net)	16	192.84		-
(e) Long-term loans and advances	17	7,804.41		6,076.91
(f) Other non-current assets	18	<u>48.27</u>		<u>57.41</u>
			<b>55,197.79</b>	<u>44,978.79</u>
(2) <b>CURRENT ASSETS</b>				
(a) Current Investments	19	124.48		558.09
(b) Inventories	20	2,487.99		1,853.57
(c) Trade receivables	21	20,578.37		29,740.78
(d) Cash and Cash equivalents	22	7,254.40		20,454.51
(e) Short-term loans and advances	23	2,309.26		2,072.47
(f) Other Current assets	24	<u>859.18</u>		<u>874.21</u>
			<b>33,613.68</b>	<u>55,553.63</u>
		<b>TOTAL</b>	<b>88,811.47</b>	100,532.42

See accompanying notes forming part of the consolidated financial statements  
In terms of our report attached.

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

**A. Siddharth**  
Partner

Mumbai,  
Dated: 29th May, 2014

**For and on behalf of the Board of Directors**

**Anish K. Chandaria**

**Dineshchandra J. Khimasia**  
**Kanwaljit S. Nagpal**

**Murad M. Moledina**  
Chief Financial Officer

Managing Director & CEO

} Directors

**Monica T. Gandhi**  
Company Secretary & Chief Manager: Legal

## Consolidated Statement of Profit and Loss for the year ended 31st March, 2014

Particulars	Note No.	Current Year		Previous Year
		Rupees in lacs	Rupees in lacs	Rupees in lacs
I. Revenue from operations	25		<b>503,087.38</b>	398,164.12
II. Other income	26		<b>1,291.15</b>	23,189.81
III. Total Revenue (I + II)			<b>504,378.53</b>	421,353.93
IV. Expenses				
Purchases of Stock-in-Trade	27		<b>480,770.14</b>	376,961.78
Changes in Inventories of Stock-in-Trade	28		<b>(394.49)</b>	(635.83)
Employee benefits expense	29		<b>3,504.36</b>	3,280.18
Finance costs	30		<b>1,848.26</b>	5,963.08
Depreciation and amortization expense	31		<b>2,218.24</b>	1,906.15
Other Expenses	32		<b>8,441.53</b>	28,558.20
Total expenses			<b>496,388.04</b>	416,033.56
V. Profit before tax (III-IV)			<b>7,990.49</b>	5,320.37
VI. Tax expense				
(1) Current tax - for the year			<b>1,948.31</b>	2,233.50
(2) - for earlier year			<b>189.76</b>	(83.15)
(3) MAT Credit entitlement			<b>(785.00)</b>	(368.00)
(4) Deferred tax - Charge / (Credit)			<b>(230.09)</b>	23.29
			<b>1,122.98</b>	1,805.64
VII. Profit after tax before minority interest (V-VI)			<b>6,867.51</b>	3,514.73
VIII. Minority Interest			<b>761.83</b>	154.89
IX. Profit for the year (VII - VIII)			<b>6,105.68</b>	3,359.84
X. Earnings per equity share in Rupees (Face Value of Rs. 10/- each)	33			
Basic and Diluted			<b>18.28</b>	10.06

See accompanying notes forming part of the consolidated financial statements  
In terms of our report attached.

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

**A. Siddharth**  
Partner

Mumbai,  
Dated: 29th May, 2014

**For and on behalf of the Board of Directors**

**Anish K. Chandaria**

Managing Director & CEO

**Dineshchandra J. Khimasia**  
**Kanwaljit S. Nagpal**

} Directors

**Murad M. Moledina**  
Chief Financial Officer

**Monica T. Gandhi**  
Company Secretary & Chief Manager: Legal

## Consolidated Cash Flow Statement for the year ended 31st March, 2014

Particulars	Current Year		Previous Year
	Rupees in lacs	Rupees in lacs	Rupees in lacs
<b>A. Cash Flow from Operating Activities</b>			
Profit Before Tax and Share of Profit of Minority Interest		<b>7,990.49</b>	5,320.37
Adjustments for			
Depreciation and amortization expense	<b>2,218.24</b>		1,906.15
Interest Expenses	<b>1,848.26</b>		6,023.33
Interest Income	<b>(968.79)</b>		(17,219.22)
Dividend Income	<b>(42.15)</b>		(215.09)
(Profit) / Loss on sale of Current Investments (non-trade) (net)	<b>(0.95)</b>		2.46
Provision for doubtful debts	<b>29.18</b>		-
Sundry Debit Balances written off	<b>14.07</b>		-
Sundry Credit Balances written back	<b>(107.47)</b>		-
Loss on sale of Fixed Assets	<b>20.42</b>		14.21
		<b>3,010.81</b>	<b>9,488.16</b>
Operating Profit / (Loss) Before Working Capital Changes		<b>11,001.30</b>	(4,167.79)
(Increase) in Inventories	<b>(634.42)</b>		(654.63)
Decrease in Trade and Other Receivables	<b>8,118.36</b>		238,238.49
(Decrease) in Trade and Other payables	<b>(7,501.13)</b>		(52,076.13)
Increase/ (Decrease) in Provisions (Current and Non-Current)	<b>54.12</b>		65.99
		<b>36.93</b>	185,441.74
Cash Generated from Operations		<b>11,038.23</b>	181,273.95
Direct Taxes Paid		<b>(2,244.77)</b>	(3,848.23)
Net Cash Flow from Operating Activities - A		<b>8,793.46</b>	177,425.72
<b>B. Cash Flow from Investing Activities</b>			
Capital Expenditure on Fixed Assets	<b>(10,869.95)</b>		(9,733.61)
Proceeds from sale of Fixed Assets	<b>1.95</b>		6.45
Purchase of Non-Current Investments	<b>(0.20)</b>		2.42
Sale of Current Investments	<b>8,609.50</b>		46,778.07
Purchase of Current Investments	<b>(8,155.05)</b>		(45,831.25)
(excluding reinvestment of dividend <b>Rs.19.89 lacs</b> ; Previous year Rs. 215.09 lacs)			
Decrease in Bank balances not considered as Cash and cash equivalents	<b>(1,725.10)</b>		(508.21)
Dividend Received- Current Investments	<b>22.26</b>		-
Dividend Received- Non Current Investments	-		40.42
Interest Received	<b>1,220.97</b>		18,972.15
Net Cash (used in) / Generated from Investing Activities - B		<b>(10,895.62)</b>	9,726.44

Particulars	Current Year		Previous Year
	Rupees in lacs	Rupees in lacs	Rupees in lacs
<b>C. Cash Flow from Financing Activities</b>			
(Decrease) in Short Term Borrowings (net)	<b>(7,872.34)</b>		(178,383.98)
Proceeds from Long Term Borrowings	<b>2,000.00</b>		4,770.05
Repayment of Long Term Borrowings	<b>(3,217.42)</b>		(1,116.84)
Dividend Paid (including tax on Distributed Profit) - Final	<b>(855.59)</b>		(847.03)
Dividend Paid (including tax on Distributed Profit) - Interim	<b>(976.91)</b>		(586.14)
Interest Paid	<b>(1900.79)</b>		(5,836.37)
Net Cash (used in) Financing Activities - C		<b>(12,823.05)</b>	(182,000.31)
Net (Decrease) / Increase in Cash and Cash Equivalents - A+B+C		<b>(14,925.21)</b>	5,151.85
Cash and Cash Equivalents as at the end of the year (refer reconciliation below)			
- Cash & Balances in Current Accounts with Banks	<b>835.17</b>		10,294.30
- Deposits with Banks	<b>2,146.26</b>		7,612.34
	<b>2,981.43</b>		17,906.64
Less: Cash and Cash Equivalents as at the beginning of the year	<b>17,906.64</b>		12,754.79
<b>Net (Decrease) / Increase in Cash and Cash Equivalents</b>		<b>(14,925.21)</b>	5,151.85
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet</b>			
Cash and cash equivalents as per Balance Sheet (Refer Note 22)	<b>7,254.40</b>		20,454.51
Less: Bank balances not considered as Cash and cash equivalents as defined in Accounting Standard (AS - 3) "Cash Flow Statements"	<b>(4,272.97)</b>		(2,547.87)
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) included in Note 22		<b>2,981.43</b>	17,906.64

**Note:**

- (1) Cash and Cash Equivalents do not include Fixed Deposits with Banks kept as Margin Money and as Escrow Account.
- (2) Figures in bracket denote outflow of cash.
- (3) The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Accounting Standard (AS - 3) "Cash Flow Statements".

In terms of our report attached.

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

**A. Siddharth**  
Partner

Mumbai,  
Dated: 29th May, 2014

**For and on behalf of the Board of Directors**

**Anish K. Chandaria**

**Dineshchandra J. Khimasia**  
**Kanwaljit S. Nagpal**

**Murad M. Moledina**  
Chief Financial Officer

Managing Director & CEO

} Directors

**Monica T. Gandhi**  
Company Secretary & Chief Manager: Legal

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2014

## 1 Principles of Consolidation

The consolidated financial statements relate to Aegis Logistics Limited ("the Company") and its subsidiaries, which together constitute the Group. The consolidated financial statements have been prepared on the following basis:

(i) The financial statements of the subsidiary companies used in the consolidation are drawn upto the same reporting date as that of the Company i.e., 31 March, 2014.

(ii) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses in accordance with Accounting Standard (AS- 21) "Consolidated Financial Statements".

(iii) Minority Interest's share of net profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.

(iv) Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.

(v) The difference between the cost of investment in the subsidiaries and the share of net assets at the time of acquisition of shares in the subsidiaries is identified in the financial statements as Goodwill or Capital Reserve as the case may be.

(vi) The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and appropriate adjustments are made to the financial statements of subsidiaries when they are used in preparing the consolidated financial statements that are presented in the same manner as the Company's separate financial statements.

**2** The list of the subsidiaries of the Company which are included in the consolidation and the Group's holding therein are as under:

<b>Name of Subsidiary</b>	<b>Country of Incorporation</b>	<b>Percentage Holding-Share</b>
(i) Sea Lord Containers Limited	India	75%
(ii) Konkan Storage Systems (Kochi) Private Limited	India	100%
(iii) Eastern India LPG Co Private Limited	India	100%
(iv) Aegis Group International Pte. Limited	Singapore	100%
(v) Aegis Gas (LPG) Private Limited	India	100%
(vi) Hindustan Aegis LPG Limited	India	100%
(vii) Aegis International Marine Services Pte. Limited	Singapore	100%
(viii) Aegis LPG Logistics (Pipavav) Limited	India	100%
(ix) Aegis Terminal Pipavav Limited	India	100%

### 3 Significant Accounting Policies

#### 3.1 Basis of Preparation of Financial Statements:

The financial statements of the Group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956 (“the 1956 Act”) (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 (“the 2013 Act”) in terms of General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the 1956 Act/ 2013 Act, as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

All assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle and other criteria set out in the revised schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has determined its operating cycle as twelve months for the purpose of current - non current classification of assets and liabilities.

#### 3.2 Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

#### 3.3 Fixed Assets

##### Tangible Fixed Assets

Fixed assets are carried at cost less accumulated depreciation / amortization and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. They are stated at historical costs.

##### Intangible Assets

Intangible Assets are stated at cost of acquisition less accumulated amortization and impairment losses, if any.

#### 3.4 Depreciation On Fixed Assets

- i) Depreciation on Tangible Fixed Assets is provided on original cost of Fixed Assets on straight line method under Section 205(2) (b) of the Companies Act, 1956 at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956 or the rates determined based on the useful lives of the assets as estimated by the management, whichever are higher.

The rate of depreciation determined on the basis of useful life of the fixed asset which is different from that prescribed under Schedule XIV is as under:

Description of Assets:	Rate of Depreciation
Furniture & fixtures – Autogas Dispensing Station	10.00%



ii) Depreciation on additions to fixed assets during the year has been provided on prorata basis from the date of such additions. Depreciation on assets sold, discarded or demolished has been provided on pro-rata basis.

iii) Lease hold Land has been amortized over the primary period of the lease on straight line basis.

iv) Software is amortized on straight line basis over a period of its estimated useful life, however not exceeding 5 years.

### 3.5 Impairment Of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its Recoverable Amount. Recoverable Amount is higher of an asset's Net selling price or its Value in Use. Value in Use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net Selling Price is the amount obtainable from the sale of an asset in an arms length transaction between knowledgeable, willing parties, less the cost of disposal.

An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired.

### 3.6 Investments

Non-current Investments are shown at cost. However, when there is a decline, other than temporary, in the value of a non-current investment, the carrying amount is reduced to recognize the decline.

Current Investments are carried at lower of cost and fair value, computed category wise.

### 3.7 Inventories

Inventories are valued at cost and the Net Realizable Value whichever is less. Cost is determined by using the First In First Out formula. Cost comprises all costs of purchase, cost of conversion and cost incurred to bring inventories to their present location and condition other than those subsequently recoverable by the Company from tax authorities.

### 3.8 Revenue Recognition

#### Sales of goods

Sales are recognized on transfer of significant risks and rewards, which generally coincides with the delivery of goods to customers. Sales turnover is net of trade discounts and excludes sales tax and value added tax.

#### Income from services

Service revenue is recognized based on contract terms and on time proportion basis as applicable and excludes service tax.

### 3.9 Dividend And Interest Income

Interest Income is recognized on time proportion basis taking into account the amount outstanding and the applicable interest rates. Dividend income is recognized when the right to receive the dividend is established.

### 3.10 Employee Benefits

Employee benefits include salary, wages, performance bonus, employee state insurance, and contribution to provident fund, family pension fund, superannuation fund, gratuity and compensated absences to eligible employees.

Short term employee benefits like salary, wages, performance bonus etc. are recognized and charged to Statement of Profit and Loss when the employee renders the services.

Contribution to defined schemes such as Provident Fund, Family Pension Fund, Superannuation Fund (in the case of eligible employees) and Employees' State Insurance Scheme are charged to the Statement of Profit and Loss as incurred.

Company's liability towards gratuity is determined by actuarial valuation carried out by the independent actuary as at each balance sheet date and is fully provided for in the Statement of Profit and Loss on the basis of aforesaid valuation. The actuarial valuation method used for measuring the liability is the Projected Unit Credit method.

The liability for compensated absences is determined by actuarial valuation carried out by the independent actuary as at each balance sheet date and provided for in the Statement of Profit and Loss as incurred in the year in which services are rendered by employees. The actuarial valuation method used for measuring the liability is the Projected Unit Credit method. Short term compensated absences, if any, are estimated and provided for.

The actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

### **3.11 Foreign Currency Transactions**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Monetary items denominated in foreign currencies are restated at the exchange rate prevailing on the balance sheet date. Exchange differences arising on settlement of the transaction and on account of restatement of monetary items are dealt with in the Statement of Profit and Loss.

Forward exchange contracts entered into to hedge the foreign currency risk and outstanding as on balance sheet date are translated at yearend exchange rates. The premium or discount arising at the inception of such forward exchange contracts are amortized as income or expense over the life of the contract.

Gains / Losses on settlement of transactions arising on cancellation/renewal of forward exchange contracts are recognized as income or expense.

### **3.12 Hedge Accounting**

The Company uses foreign currency forward contracts and currency option contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The Company designates these hedging instruments as fair value hedges applying the recognition and measurement principles set out in the Accounting Standard 30 "Financial Instruments: Recognition and Measurement" (AS-30).

The use of hedging instruments is governed by the Company's policies approved by the board of directors, which provide written principles on the use of such financial derivatives consistent with the Company's risk management strategy.

Hedging instruments are initially measured at fair value, and are remeasured at subsequent reporting dates.

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. The hedged item is recorded at fair value and any gain or loss is recorded in the Statement of Profit and Loss and is offset by the gain or loss from the change in the fair value of the derivative.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognized in the Statement of Profit and Loss as they arise.

### 3.13 Operating Lease Rentals

Assets acquired on lease where all significant risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease Rentals are charged to the Statement of Profit and Loss on straight line basis over the lease term.

### 3.14 Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

### 3.15 Taxes on Income

Income Taxes are accounted for in accordance with Accounting Standard (AS 22) – Accounting for Taxes on Income, notified under the Companies (Accounting Standards) Rules, 2006. Income Tax comprises both current and deferred tax.

Current tax is measured at the amount expected to be paid to the revenue authorities, using applicable tax rates and laws.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using the substantively enacted tax rates and tax regulations as of the Balance Sheet date.

Deferred tax assets on unabsorbed depreciation and carry forward of losses are recognized only to the extent there is a virtual certainty of its realization.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

### 3.16 Service Tax Input Credit

Service tax input credit is accounted for in the books in the period in which the underlying service is received and when there is no uncertainty in availing / utilizing the credits.

### 3.17 Provisions, Contingent Liabilities And Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes.

Claims in respect of which the Company is of the opinion that they are frivolous or is legally advised that they are unsustainable in law are not considered as contingent liability as the possibility of an outflow of resources embodying economic benefits is remote. Contingent Assets are neither recognized nor disclosed in the financial statements.

### 3.18 Cash and Cash Equivalents (For the Purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly

liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**3.19 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**3.20 Goodwill**

Goodwill arising out of consolidation of financial statements of Subsidiaries is not amortized. However, the same is tested for impairment at each Balance Sheet Date.

This section is intentionally left blank.

		As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2014	As at 31st March, 2013
<b>4</b>	<b>Share capital</b>				
		<b>Number of shares</b>	Number of shares	<b>Rupees in lacs</b>	Rupees in lacs
4.1	<b>Authorized</b>				
	Equity Shares of Rs.10 each	<b>52,000,000</b>	52,000,000	<b>5,200.00</b>	5,200.00
	13.5% Cumulative Redeemable Preference Shares of Rs. 100 each	<b>100,000</b>	100,000	<b>100.00</b>	100.00
	Redeemable Preference Shares of Rs.10/- each	<b>6,000,000</b>	6,000,000	<b>600.00</b>	600.00
	<b>TOTAL</b>			<b>5,900.00</b>	5,900.00
4.2	<b>Issued, Subscribed and Fully Paid-up</b>				
	Equity Shares of Rs.10 each	<b>33,400,000</b>	33,400,000	<b>3,340.00</b>	3,340.00
	Add: Forfeited shares (amount originally paid up)			<b>0.45</b>	0.45
	<b>TOTAL</b>			<b>3,340.45</b>	3,340.45
4.3	<b>Reconciliation of the number of shares outstanding at the beginning and at the end of the year</b>				
		<b>Number of shares</b>		<b>Share Capital Rupees in lacs</b>	
		<b>Current Year</b>	Previous Year	<b>Current Year</b>	Previous Year
	Shares Outstanding as at the beginning of the year	<b>33,400,000</b>	33,400,000	<b>3,340.00</b>	3,340.00
	Shares outstanding as at the end of the year	<b>33,400,000</b>	33,400,000	<b>3,340.00</b>	3,340.00

#### 4.4 Rights, preferences and restrictions attached to equity shares (Issued Capital)

- a) Right to receive dividend as may be approved by the Board of Directors / Annual General Meeting
- b) The Equity Shares are not repayable except in the case of a buyback, reduction of capital or winding up in terms of the provisions of the Companies Act, 1956.
- c) Every member of the company holding equity shares has a right to attend the General Meeting of the company and has a right to speak and on a show of hands, has one vote if he is present in person and on a poll shall have the right to vote in proportion to his share in the paid-up capital of the company.
- d) In terms of the Articles of Association of the Company no resolution shall be passed by the Board of Directors or Shareholders with respect to a "Fundamental Issue" unless the prior written consent of the Investor to whom equity shares have been issued on Preferential basis has been obtained. The Fundamental Issues, inter alia, include the following
  - (i) The transfer of any fixed assets by the company / subsidiaries exceeding 10% of its gross block;
  - (ii) Any merger or reorganization, of the company / subsidiaries or the creation of a subsidiary not being a wholly owned subsidiary;
  - (iii) Terms of appointment including remuneration payable to executive directors of the company;
  - (iv) Any buyback of equity shares of the company / subsidiaries upto 4 years from the date of the investment;
  - (v) Commencement of a new line of business;
  - (vi) Exceeding a Debt equity ratio of 1.5 :1 on a consolidated basis.

**4.5 List of shareholders who hold more than 5% of equity shares in the company**

Name of the shareholder	As at 31st March, 2014		As at 31st March, 2013	
	Numbers	%	Numbers	%
Huron Holdings Limited	11,926,057	35.71%	11,926,057	35.71%
Trans Asia Petroleum Inc	8,926,303	26.73%	8,926,303	26.73%
Infrastructure India Holding Fund LLC	2,120,190	6.35%	2,120,190	6.35%

**4.6 Particulars of movements in equity shares for the period of five years immediately preceding the Balance Sheet date as per General Instruction 6 A (i)**

	As at 31st March, 2014	As at 31st March, 2013
a) Aggregate number of equity shares allotted as fully paid up pursuant to contract(s) without payment being received in cash		
- Pursuant to the Schemes of Arrangement / Amalgamation	3,345,800	6,945,801
b) Aggregate number and class of shares allotted as fully paid up by way of bonus shares	12,506,710	12,506,710
c) Aggregate number of equity shares bought back.	1,020,473	1,020,473

	As at 31st March, 2014 Rupees in lacs	As at 31st March, 2013 Rupees in lacs
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**5 Reserves and surplus**

<b>5.1 Capital Reserve</b>		
Opening Balance	54.90	54.90
Closing Balance	54.90	54.90
<b>5.2 Capital Reserve (Demerger)</b>		
Opening Balance	131.37	131.37
Closing Balance	131.37	131.37
<b>5.3 Capital Redemption Reserve</b>		
Opening Balance	422.20	422.20
Closing Balance	422.20	422.20
<b>5.4 Capital Reserve on Consolidation</b>		
Opening Balance	145.84	145.84
Closing Balance	145.84	145.84
<b>5.5 Securities Premium Account</b>		
Opening Balance	5,980.77	5,980.77
Closing Balance	5,980.77	5,980.77
<b>5.6 Debenture redemption reserve</b>		
Opening Balance	750.00	750.00
Add: Transferred from the Statement of Profit and Loss	125.00	-
Closing Balance	875.00	750.00
<b>5.7 General Reserve</b>		
Balance at beginning of year	1,838.78	1,438.04
Add: Transferred from the Statement of Profit and Loss	194.10	400.74
Balance at end of year	2,032.88	1,838.78

	As at 31st March, 2014 Rupees in lacs	As at 31st March, 2013 Rupees in lacs
<b>5.8 Surplus - Balance in Statement of Profit and Loss</b>		
Balance at beginning of year	18,298.09	16,897.54
Add: Profit after Tax for the year	6,105.68	3,359.84
Less: Appropriations		
Transferred to General Reserve	(194.10)	(400.74)
Transferred to Debenture Redemption Reserve	(125.00)	-
Interim Dividend {Rs. 2.50/- (Previous Year Rs. 1.75/-) per share}	(835.00)	(584.50)
Corporate Dividend Tax thereon	(141.91)	(1.64)
Corporate Dividend Tax on Preference Share Dividend declared by a Subsidiary Company	-	(93.19)
Proposed Dividend - Final {Rs.2.75/- (Previous Year Rs. 2/-) per share}	(918.50)	(751.50)
Corporate Dividend Tax thereon	(156.10)	(127.72)
Balance at end of year	22,033.16	18,298.09
<b>TOTAL</b>	<b>31,676.12</b>	<b>27,621.95</b>
	As at 31st March, 2014 Rupees in lacs	As at 31st March, 2013 Rupees in lacs
<b>6 Long term borrowings</b>		
<b>6.1 Secured Loans</b>		
<b>A) Debentures</b>		
250 9.75% Non- Convertible, Redeemable Privately Placed Debentures of Rs.10,00,000/- each (Refer Note A.1 below)	2,500.00	2,500.00
Note:		
A.1 The Debentures carry a put option for the holders and a call option to the Company to get it redeemed at par at the end of five years from the date of allotment viz. 29th January 2010, failing which the Debentures will be redeemed at par in three equal annual instalments commencing from the end of 6th year from the date of allotment as under		
<b>Instalment</b>	<b>Redemption Date</b>	
3rd Instalment	29th January, 2018	
2nd Instalment	29th January, 2017	
1st Instalment	29th January, 2016	
250 10.2% Non- Convertible, Redeemable Privately Placed Debentures of Rs.10,00,000/- each (Refer Note A.2 below)	2,500.00	2,500.00
Note:		
A.2 The Debentures carry a put option for the holders and a call option to the Company to get it redeemed at par at the end of five years from the date of allotment viz. 25th May 2012, failing which the Debentures will be redeemed at par in three annual instalments (Viz. 1st and 2nd Installments would be 33% each and 3rd Installment would be 34%) commencing from the end of 6th year from the date of allotment as under		
<b>Instalment</b>	<b>Redemption Date</b>	
3rd Instalment	25th May, 2020	
2nd Instalment	25th May, 2019	
1st Instalment	25th May, 2018	
Above Debentures are secured by way of mortgage of specific immovable properties of the Company situated at Trombay on pari passu basis.		

	As at 31st March, 2014 Rupees in lacs	As at 31st March, 2013 Rupees in lacs
<b>B) Term Loans from Banks</b>		
1) a) Loan from Bank of Baroda (Refer note no.12) Refer Notes (i) and (ii) below	<b>504.24</b>	892.68
b) Loan from Bank of Baroda (Refer note no.12) Refer Note (iii) below	<b>1,866.67</b>	2,108.33
2) Loans against Vehicles (Refer note no.12) (Refer Notes (iv) and (v) below)	<b>17.21</b>	32.53
3) Loan from Axis Bank (Refer note no.12) (Refer Note (vi) below)	-	1,500.00
4) Loan from Axis Bank (Refer note no.12) (Refer Note (vii) below)	<b>1,796.88</b>	1,798.00
5) Loan from HDFC Bank (Refer note no.12) (Refer Note (viii) below)	<b>400.00</b>	450.00
6) Loan from Common Wealth Bank (Refer note no.12) (Refer Note (ix) below)	<b>1,333.34</b>	-
(i) Secured by mortgage of specific immovable properties of the Group situated at Trombay, Kochi and Vapi ranking pari passu and hypothecation of movable properties of the Group and a corporate guarantee; subject to prior charge in favour of bankers for Working Capital Loans		
(ii) Loan from Bank of Baroda carries an interest rate of 10.50% p.a. as on date of disbursement and same is reset with movement of Benchmark Prime Lending Rate (BPLR).  Loan from Bank of Baroda is repayable in 60 monthly instalments of Rs. 32.37 lacs each after two years from the date of first disbursement on 30th September, 2010		
(iii) Secured by first charge on the Fixed Assets at Mahul.  Loan from Bank of Baroda carries an interest rate of 10% p.a. as on date of disbursement and same is reset with movement of Benchmark Prime Lending Rate (BPLR) Rate.  Loan from Bank of Baroda is repayable in 90 monthly instalments of Rs. 30.56 lacs per month after 30 months from the date of first disbursement on 31st December, 2009		
(iv) Secured by hypothecation of specific Vehicles		
(v) Loans are repayable in Equated Monthly Instalments of varying amounts (including interest) within maximum tenor of 60 months and the rate of interest ranges from 9% to 10% p.a.		
(vi) Loan from Axis Bank carries interest rate of 9.50% p.a. as on date of disbursement for one year. At present loan carries an interest rate of 11.25% per annum and same is reset with movement in Base Rate.  Loan from Axis Bank are repayable in 30 quarterly instalments of Rs. 150 lacs per quarter after 30 months from the date of first disbursement on 30th June, 2009		



	As at 31st March, 2014 Rupees in lacs	As at 31st March, 2013 Rupees in lacs
<p>The same is secured by mortgage of immovable properties and hypothecation of moveable plant &amp; machinery situated at Ambapada and Guaranteed by a Corporate Guarantee of the Holding Company and a fellow subsidiary Company as well as hypothecation of moveable plant &amp; machinery of a fellow subsidiary Company.</p> <p>(vii) Loan from Axis Bank carries an interest rate of 11.25% p.a. as on date of disbursement and same is reset with movement of Axis Bank Base Rate (ABBR).</p> <p>Loan from Axis Bank is repayable in 96 equal monthly installments commencing from 31st January, 2013.</p> <p>Loan from Axis Bank is secured by Exclusive first charge by way of mortgage on the office property situated at Peninsula Business Park, Mumbai and hypothecation of movable assets of that office.</p> <p>(viii) Loan from HDFC Bank carries an interest rate of 11% p.a. as on date of disbursement and same is reset with movement of HDFC Bank Base Rate.</p> <p>Loan from HDFC Bank is repayable in 30 equal quarterly installments commencing six months from disbursement date Viz, 13th February, 2013.</p> <p>Loan from HDFC Bank is secured by hypothecation of moveable fixed assets of the Haldia Project and mortgage of leasehold rights of approx. 3.74 acres of land at Haldia.</p> <p>(ix) Loan from Common Wealth Bank carries an interest rate of 10.25% p.a. as on date of disbursement and same is reset with movement of Common Wealth Bank Base Rate.</p> <p>Loan from Common Wealth Bank is repayable in 12 equal quarterly installments commencing from disbursement date Viz, 10th March, 2014.</p> <p>Loan from Common Wealth Bank is secured by Corporate Guarantee and hypothecation of moveable fixed assets of the Kochi Terminal owned by its Wholly Owned Subsidiary Konkan Storage Systems (Kochi) Private Limited.</p>		
<b>Sub Total (A)</b>	<b>10,918.34</b>	11,781.54
<b>6.2 Unsecured Loans</b>		
Fixed Deposits (Refer note no.12)	-	41.10
<b>Terms and Conditions of the Fixed Deposits</b>		
The above Deposits have been accepted by the Company in accordance with the Companies (Acceptance of Deposits) Rules, 1975.		
The deposits have been accepted for periods ranging from 12 months to 36 months		
The rate of interest ranges from 9% p.a. to 10.50% p.a.		
The deposits are repayable only on maturity. However, the Company may at its sole discretion permit premature withdrawals but not before the completion of 6 months.		
<b>Sub Total (B)</b>	<b>-</b>	<b>41.10</b>
<b>Total (A) + (B)</b>	<b>10,918.34</b>	<b>11,822.64</b>

	As at 31st March, 2014 Rupees in lacs	As at 31st March, 2013 Rupees in lacs
<b>7 Deferred Tax Liabilities (Net)</b>		
Major components of deferred tax are		
Deferred Tax Liabilities:		
On fiscal allowance on fixed assets	2,093.34	2,237.76
Sub total	2,093.34	2,237.76
Deferred Tax Assets:		
on Provision for Doubtful Debts	(29.34)	(11.78)
on fiscal allowance on expenditures etc. and others	(229.41)	(354.14)
Sub total	(258.75)	(365.92)
<b>Net Deferred Tax Liability</b>	<b>1,834.59</b>	<b>1,871.84</b>
<b>8 Other Long-term Liabilities (Unsecured)</b>		
Deposits from Dealers	1,381.04	1,291.00
Earnest Money Deposits / Retention Money Payable	-	6.05
<b>Total</b>	<b>1,381.04</b>	<b>1,297.05</b>
<b>9 Long-term Provisions</b>		
Provision for Gratuity	327.28	268.17
Provision for Compensated Absences	242.62	189.56
<b>Total</b>	<b>569.90</b>	<b>457.73</b>
<b>10 Short-term Borrowings</b>		
Buyer's Credit from Banks (Secured)	7,457.29	17,335.10
(Secured by charge on movable properties of the Company and further secured by second charge on specific immovable properties of the Company situated at Trombay and Vapi, ranking pari passu. In respect of subsidiaries' borrowing, same are secured by hypothecation of its movable properties and charge on Fixed Deposits maintained by the subsidiaries with Banks.)		
Overdraft from Bank of Baroda	4,162.67	2,157.20
(Secured by lien on Fixed Deposits placed by the Group)		
<b>Total</b>	<b>11,619.96</b>	<b>19,492.30</b>
<b>11 Trade Payables</b>		
Dues to Micro and Small Enterprises	-	-
Others	19,117.01	28,601.06
<b>Total</b>	<b>19,117.01</b>	<b>28,601.06</b>

	As at 31st March, 2014 Rupees in lacs	As at 31st March, 2013 Rupees in lacs
<b>12 Other Current Liabilities</b>		
Current maturities of long-term Secured Loan (See Note 6.1(B) (1) (a) above)	388.44	388.44
Current maturities of long-term Secured Loan (See Note 6.1(B) (1) (b) above)	61.11	366.66
Current maturities of long-term Secured Loan (See Note 6.1(B) (2) above)	20.44	26.64
Current maturities of long-term Secured Loan (See Note 6.1(B) (3) above)	-	600.00
Current maturities of long-term Secured Loan (See 6.1(B) (4) above)	312.50	312.50
Current maturities of long-term Secured Loan (See 6.1(B) (5) above)	66.67	50.00
Current maturities of long-term Secured Loan (See 6.1(B) (6) above)	666.66	-
Current maturities of long-term Unsecured Loan (See 6.2 above)	42.00	126.70
Interest accrued but not due on borrowings	267.91	320.44
Unpaid Dividends*	141.70	118.07
Unpaid Matured Deposits and Interest Accrued thereon*	7.68	8.10
Amounts Payable under Capital Contracts	1,844.31	709.58
Advance from Customers	918.21	93.80
Deposit from Customers	59.00	107.50
Advance Storage Rentals	133.70	88.86
Other Payables		
(i) Statutory Dues	533.95	604.24
(ii) Commission payable to the Vice Chairman & Managing Director and the Managing Director (Refer Note 36)	217.64	310.95
<b>Total</b>	<b>5,681.92</b>	<b>4,232.48</b>
* These do not include any amounts due and outstanding towards the Investor Education and Protection Fund.		
<b>13 Short-term provisions</b>		
Provision for Compensated Absences	8.72	24.63
Provision for Gratuity	28.63	70.77
Provision for Tax (Net of Advance Tax)	299.21	321.15
Proposed Dividend - Final	918.50	751.50
Corporate Dividend Tax -Final	156.10	127.72
<b>Total</b>	<b>1,411.16</b>	<b>1,295.77</b>

## 14 Fixed Assets

	Rupees in lacs									
	Gross Block (at Cost)					Accumulated Depreciation			Net Block	
	As at 1st April, 2013	Additions	Deletions	As at 31st March, 2014	As at 1st April, 2013	Charge for the year	Disposals	On 31st March, 2014	As at 31st March, 2014	As at 31st March, 2013
a) <b>Tangible Assets</b>										
Land - Freehold	453.48 (453.48)	364.35 (-)	- (-)	817.83 (453.48)	1.48 (1.48)	- (-)	- (-)	- (-)	1.48 (1.48)	452.00
Land - Leasehold	1,199.80 (1,199.80)	- (-)	- (-)	1,199.80 (1,199.80)	212.96 (168.55)	44.41 (44.41)	- (-)	- (-)	257.37 (212.96)	986.84
Buildings	5,795.42 (2,531.68)	803.92 (3,263.74)	- (-)	6,599.34 (5,795.42)	475.15 (423.65)	96.63 (51.50)	- (-)	- (-)	571.78 (475.15)	5,320.27
Plant and Equipment	35,216.74 (30,986.83)	13,627.46 (4,230.74)	46.39 (0.83)	48,797.81 (35,216.74)	14,951.92 (13,354.41)	1,853.46 (1,598.34)	46.39 (0.83)	46.39 (0.83)	16,758.99 (14,951.92)	20,264.82
Furniture and Fixtures	473.33 (427.38)	411.57 (45.95)	21.75 (-)	863.15 (473.33)	175.84 (147.20)	33.27 (28.64)	10.18 (-)	10.18 (-)	198.93 (175.84)	297.49
Vehicles	396.37 (369.69)	11.99 (67.71)	15.49 (41.03)	392.87 (396.37)	116.02 (102.37)	36.54 (34.14)	10.07 (20.49)	10.07 (20.49)	142.49 (116.02)	280.35
Office Equipment	703.10 (646.73)	70.82 (56.52)	9.47 (0.15)	764.45 (703.10)	420.82 (361.39)	63.20 (59.47)	4.09 (0.04)	4.09 (0.04)	479.93 (420.82)	282.28
<b>TOTAL</b>	<b>44,238.24</b> (36,615.59)	<b>15,290.11</b> (7,664.66)	<b>93.10</b> (42.01)	<b>59,435.25</b> (44,238.24)	<b>16,354.19</b> (14,559.05)	<b>2,127.51</b> (1,816.50)	<b>70.73</b> (21.36)	<b>70.73</b> (21.36)	<b>18,410.97</b> (16,354.19)	<b>27,884.05</b>
b) <b>Intangible Assets - Others</b>										
Computer Software - Acquired	571.75 (528.55)	21.55 (43.20)	- (-)	593.30 (571.75)	279.13 (181.90)	103.38 (97.23)	- (-)	- (-)	382.51 (279.13)	292.62
<b>TOTAL</b>	<b>571.75</b> (528.55)	<b>21.55</b> (43.20)	<b>-</b> (-)	<b>593.30</b> (571.75)	<b>279.13</b> (181.90)	<b>103.38</b> (97.23)	<b>-</b> (-)	<b>-</b> (-)	<b>382.51</b> (279.13)	<b>292.62</b>
c) <b>Capital Work-in-Progress</b>										
										8,294.39
<b>TOTAL</b>									<b>3,543.59</b>	<b>8,294.39</b>

(Figures in brackets represent those of the previous year)

### Notes:

- (1) Buildings include **Rs. 5.58 lacs** (Previous Year **Rs. 5.58 lacs**) for premises in a Co-operative Society against which the shares of the face value of **Rs. 500** are held under the bye-laws of the society.
- (2) Additions to Tangible Assets and Capital work in progress include borrowing cost capitalised during the year **Rs.263.85 Lacs** (Previous Year **Rs.236.95 Lacs**).

	As at 31st March, 2014 Rupees in lacs	As at 31st March, 2013 Rupees in lacs		
<b>15 Non-current Investments</b>				
(Fully Paid Up, At Cost)				
1 Investments in Government Securities (Unquoted):				
Government Securities	1.08	0.88		
2 Other Investments:				
(a) Investments in Equity Instruments (Quoted)				
Equity Shares of Companies	0.03	0.03		
(b) Investments in Debentures (Quoted):				
Debentures of Companies	804.23	804.23		
(c) Other non-current investments:				
Investment in Rental Yield and Appreciation Portfolio managed by Anand Rathi Portfolio Management Services Limited (Unquoted):				
i) In Equity Instruments	1.20	1.20		
ii) In Debentures	196.37	196.37		
<b>Total</b>	<b>1,002.91</b>	<b>1,002.71</b>		
	<b>Cost</b>	<b>Market Value</b>		
	As at 31st March, 2014 Rupees in lacs	As at 31st March, 2013 Rupees in lacs	As at 31st March, 2014 Rupees in lacs	As at 31st March, 2013 Rupees in lacs
Aggregate value of Quoted Investments	804.26	804.26	839.33	856.09
Aggregate value of Unquoted Investments	198.65	198.45	-	-
	<b>1,002.91</b>	<b>1,002.71</b>	<b>839.33</b>	<b>856.09</b>
Aggregate provision for diminution in value of investments	0.26	0.26		
			<b>As at 31st March, 2014 Rupees in lacs</b>	<b>As at 31st March, 2013 Rupees in lacs</b>
<b>16 Deferred Tax Assets (Net)</b>				
Major components of deferred tax are:				
Depreciation on Fixed Assets			(262.70)	-
Unabsorbed Depreciation			455.54	-
Deferred Tax Asset (Net)			192.84	-
<b>17 Long-term loans and advances</b>				
(Unsecured and considered good)				
Deposits with Government Authorities and Others			832.27	875.85
Advance Tax (Net of Provision)			4,106.15	4,062.94
MAT Credit Entitlement			1,212.16	385.61
Capital Advances			733.00	411.26
Cenvat Credit and Service tax Setoff (net)			916.24	334.46
Prepaid Expenses			4.59	6.79
<b>Total</b>			<b>7,804.41</b>	<b>6,076.91</b>

	As at 31st March, 2014 Rupees in lacs	As at 31st March, 2013 Rupees in lacs
<b>18 Other non-current assets</b>		
Unamortised Premium on Shares and Debentures	48.27	57.41
<b>Total</b>	<b>48.27</b>	<b>57.41</b>
<b>19 Current Investments</b> (At Lower of Cost and Fair Value)		
In Units of Mutual Fund (Fully paid up) (Unquoted)	124.48	558.09
<b>Total</b>	<b>124.48</b>	<b>558.09</b>
<b>20 Inventories</b> (At cost and the net realisable value whichever is lower)		
Stock in Trade		
- Liquefied Petroleum Gas & Marine Fuel	1,550.36	1,209.88
- Others - Machinery for Autogas Dispensing Station	181.35	127.34
Stores and Spare Parts	756.28	516.35
<b>Total</b>	<b>2,487.99</b>	<b>1,853.57</b>
<b>21 Trade receivables (Unsecured)</b>		
Outstanding for a period exceeding six months from the date they are due for payment:		
Considered Good	1,148.40	1,460.21
Considered Doubtful	86.78	61.87
	<u>1,235.18</u>	<u>1,522.08</u>
Less: Provision for Doubtful Trade receivables	86.78	61.87
	<u>1,148.40</u>	<u>1,460.21</u>
Other Trade Receivables - Considered Good	19,429.97	28,280.57
<b>Total</b>	<b>20,578.37</b>	<b>29,740.78</b>
<b>22 Cash and Cash Equivalents</b>		
Balances with banks		
(i) In current accounts	688.58	2,621.98
(ii) In deposit accounts (Refer Note 22.2)	5,086.76	14,171.74
(iii) In earmarked accounts		
- Unpaid dividend accounts	141.70	118.07
- Balances held as margin money or security against guarantees and other commitments (Refer Note 22.3)	1,190.77	2,039.66
Cheques on Hand / Remittance in transit	146.59	1,503.06
<b>Total</b>	<b>7,254.40</b>	<b>20,454.51</b>
<b>22.1</b> Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements are	<u>2,981.43</u>	<u>17,906.64</u>
<b>22.2</b> Deposits placed with the bank as security against borrowings (includes deposit having maturity of more than 12 months Rs. 15 lacs	<u>5,552.96</u>	<u>3,807.95</u>
Loan amounting outstanding against above at the year end	<u>2,940.50</u>	<u>390.16</u>
<b>22.3</b> Margin Monies included in Balances with banks which have a maturity of more than 12 months from the Balance Sheet date.	<u>20.45</u>	<u>19.63</u>

	As at 31st March, 2014 Rupees in lacs	As at 31st March, 2013 Rupees in lacs
<b>23 Short-term loans and advances</b>		
(Unsecured and considered good)		
Advance to Suppliers	381.13	896.87
Balance with Government Authorities and Others	1,104.49	624.04
Prepaid Contribution for Gratuity	6.89	16.84
Prepaid Expenses	283.33	327.02
Cenvat Credit and Service tax Setoff (net)	533.42	207.70
Total	2,309.26	2,072.47
<b>24 Other current assets</b>		
Receivable - Income	-	0.61
Interest Accrued on Fixed deposit with Bank and Debentures	155.17	407.35
Unbilled Revenue	314.49	296.32
Foreign Exchange Gain - Mark-to-Market Basis (Net)	-	161.23
Recoverable Demurrage Charges	381.81	-
Unamortised Premium on Shares and Debentures	7.71	8.70
Total	859.18	874.21
	Current Year Rupees in lacs	Previous Year Rupees in lacs
<b>25 Revenue from Operations</b>		
Sales - Traded Goods		
- Liquefied Petroleum Gas & Marine Fuel	485,966.90	383,600.35
- Others - Machinery for Autogas Dispensing Station	-	114.32
	485,966.90	383,714.67
Service Revenue		
- Liquid Terminal Division	13,121.93	10,789.22
- Gas Terminal Division	3,960.87	3,625.40
	17,082.80	14,414.62
Other Operating Revenue		
Lease Rent	37.68	34.83
Total	503,087.38	398,164.12
<b>26 Other Income</b>		
Dividend on Investments (Current, non-trade)	42.15	215.09
Dividend on Investments (Non-Current, non-trade)	0.96	-
Interest on Investments (Non-Current, non-trade)	93.70	93.25
Income on account of Demurrage claim	-	1,222.80
Interest on deposit with banks, income tax refund etc.	875.09	17,131.40
Foreign Exchange Fluctuation Gain (net)	-	4,414.55
Rental Income	2.40	10.80
Sundry credit balances written back	107.47	-
Miscellaneous Receipts	169.38	101.92
Total	1,291.15	23,189.81

	Current Year Rupees in lacs	Previous Year Rupees in lacs
<b>27 Purchases of Traded Goods</b>		
Liquified Petroleum Gas & Marine Fuel	480,710.45	376,888.07
Others - Machinery for Autogas Dispensing Station	59.68	73.71
<b>Total</b>	<b>480,770.13</b>	<b>376,961.78</b>
<b>28 Changes in Inventories of Traded Goods</b>		
Inventories at the end of the year		
Liquified Petroleum Gas & Marine Fuel	1,550.36	1,209.88
Others - Machinery for Autogas Dispensing Station	181.35	127.34
<b>Sub-total (A)</b>	<b>1,731.71</b>	<b>1,337.22</b>
Inventories at the beginning of the year		
Liquified Petroleum Gas & Marine Fuel	1,209.88	553.63
Others - Machinery for Autogas Dispensing Station	127.34	147.76
<b>Sub-Total (B)</b>	<b>1,337.22</b>	<b>701.39</b>
<b>(B) -(A)</b>	<b>(394.49)</b>	<b>(635.83)</b>
<b>29 Employee Benefits Expense</b>		
Salaries and Wages	3,096.95	2,907.67
Contribution to Provident and Other Funds	243.23	231.51
Staff Welfare Expenses	164.18	141.00
<b>Total</b>	<b>3,504.36</b>	<b>3,280.18</b>
<b>30 Finance Costs</b>		
Interest Expense	1,492.34	5,247.86
Other Borrowing Costs	355.92	715.22
<b>Total</b>	<b>1,848.26</b>	<b>5,963.08</b>
<b>31 Depreciation and Amortization Expense</b>		
Depreciation of Tangible Assets	2,127.51	1,816.50
Less: Depreciation transferred to Capital Work-in-Progress	(12.65)	(7.58)
	<b>2,114.86</b>	<b>1,808.92</b>
Amortization of Intangible Assets	103.38	97.23
<b>Total</b>	<b>2,218.24</b>	<b>1,906.15</b>
<b>32 Other Expenses</b>		
Stores and Spare parts consumed	361.65	382.44
Power and Fuel	740.11	623.89



	Current Year Rupees in lacs	Previous Year Rupees in lacs
Labour and Other Charges	613.82	448.94
Repairs - Buildings	15.38	22.36
Repairs - Machinery	244.33	222.26
Repairs - Others	152.36	93.35
Water Charges	53.07	77.88
Way Leave Fees	673.18	583.91
Tankage Charges	-	5.76
Rates and Taxes	227.44	361.52
Rent	89.59	66.63
Lease Rentals	547.34	499.70
Insurance	462.28	365.75
Legal and Professional charges	669.13	556.28
Printing and Stationery	52.41	53.76
Communication Expenses	106.94	93.89
Rebates & Discount	174.83	40.06
Travelling, Conveyance and Vehicle Expenses	505.41	411.43
Amortisation of Premium on Forward and Currency Option Contracts	984.14	21,914.38
Advertisement	11.46	37.34
Commission on Sales	352.85	406.00
Commission to Directors	340.00	450.00
Sales Promotion Expenses	232.77	166.29
Directors' Sitting Fees	11.74	7.92
Loss on sale of Non-Current Investments (non-trade)	0.01	2.46
Loss on Sale of Fixed Assets	20.42	14.21
Provision for doubtful debts	29.18	9.49
Sundry Debit Balances written off	14.07	-
Demurrage charges	69.17	-
Donations	206.90	265.36
Miscellaneous Expenses (including Security services, Books, Subscription, Selling expenses etc.)	479.54	374.94
<b>Total</b>	<b>8,441.52</b>	<b>28,558.20</b>

### 33 Earnings per Share

The Numerators and denominators used to calculate Earnings per Share:

Nominal Value of Equity Share (Rs.)	Rs.	10/-	10/-
Net Profit available for equity shareholders(Rs. In lacs) = (A)	Rs.	6,105.68	3,359.84
Weighted Average number of shares outstanding during the year - (B)	Nos.	33,400,000	33,400,000
<b>Basic and Diluted Earnings Per Share (Rs.) - (A) / (B)</b>	<b>Rs.</b>	<b>18.28</b>	<b>10.06</b>

	Current Year	Previous Year ended 31st March, 2013
	Rupees in lacs	Rupees in lacs
<b>34 Contingent Liabilities and Commitments</b>		
a) Income Tax demands disputed by the Company relating to disallowances.	<b>77.96</b>	27.00
b) Sales Tax demands disputed by the Company relating to forms etc.	<b>16.11</b>	13.07
c) Claims against the Company not acknowledged as debts Future Cashflows in respect of above are determinable only on receipt of Judgements / decision pending with various forums / authorities. The company is hopeful of succeeding & as such does not expect any significant liability to crystallize.	<b>103.55</b>	112.51
d) Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of Advances)	<b>1,779.19</b>	535.38
e) Letters of Credit / Bank Guarantee / Bills Discounting	<b>59,848.24</b>	14,448.71
f) Guarantees given to Banks against repayment of loans advanced from time to time to Sea Lord Containers Limited., a Subsidiary of the Company to the extent of <b>Rs.1,927 lacs</b> (Previous year Rs. 6,650 lacs). The balance of such loan outstanding as at 31st March, 2014 was <b>Rs.1,927 lacs</b> (Previous Year Rs. 4,575 lacs)		
g) Guarantees given to Banks against repayment of working capital facilities advanced from time to time to Hindustan Aegis LPG Limited, a wholly owned subsidiary of the Company to the extent of <b>Rs.13,500 lacs</b> (Previous Year Rs. 23,100 lacs). The amount of such facilities availed against guarantee as at 31st March, 2014 was <b>Rs. 450 lacs</b> (Previous Year Rs. 12,029 lacs).		
h) Guarantees given to Suppliers against credit extended to Aegis Group International Pte Limited, Hindustan Aegis LPG Limited and Aegis Gas (LPG) Private Limited, wholly owned subsidiaries of the Company to the extent of <b>Rs. 18755 lacs</b> (Previous Year Rs. 16,293 lacs). The amount of such credit availed against guarantee as at 31st March, 2014 was <b>Rs.16,954.29 lacs</b> (Previous Year Rs. 24,974.75 lacs).		
i) Guarantees given to Banks by Konkan Storage Systems (Kochi) Private Limited a wholly owned subsidiary against repayment of loans advanced from time to time to Sea Lord Containers Ltd., another subsidiary, to the extent of <b>Rs. Nil</b> (Previous year Rs. 4,500 lacs). The balance of such loan outstanding as at 31st March, 2014 was <b>Rs.125 lacs</b> (Previous Year Rs. 2,100 lacs).		
j) Guarantees given to Banks against repayment of working capital facilities advanced from time to time to Aegis Gas LPG Private Limited, a wholly owned subsidiary of the Company to the extent of <b>Rs.4,600 lacs</b> (Previous Year Rs. 1,600 lacs). The amount of such facilities availed against guarantee as at 31st March, 2014 was <b>Rs. 1,500 lacs</b> (Previous Year Rs. 1,500 lacs).		

### 35 Segment Reporting - Basis of preparation

The Group has identified two reportable business segments (Primary Segments) viz. Liquid Terminal Division and Gas Terminal Division.

Liquid Terminal Division undertakes storage & terminalling facility of Oil & Chemical products.

Gas Terminal Division relates to imports, storage & distribution of Petroleum products viz. LPG, Propane etc.

Segments have been identified and reported taking into account, the nature of products and services, the differing risks and returns and the internal business reporting systems.

The accounting policies adopted for the segment reporting are in line with the accounting policies of the company with the following additional policies for the segment reporting :

(a) Revenue and expenses have been identified to segment on the basis of their relationship to the operating activities of the segment. Revenue and expenses which relate to the enterprise as a whole and are not allocable to segment on a reasonable basis have been disclosed as “Other unallocable expenditure (net)”.

(b) Segment assets and segment liabilities represent assets and liabilities in respective segments. It excludes investments, tax related assets and other assets and liabilities which cannot be allocated to a segment on a reasonable basis and hence have been disclosed as “Other unallocable assets / liabilities”.

(c) In view of fact that customers of the Group are mostly located in India and there being no other significant revenue from customers outside India, there is no reportable secondary geographical segment at the Group level.

Information about the Company’s business segments (Primary Segments) is given below:

	Liquid Terminal Division Rupees in lacs	Gas Terminal Division Rupees in lacs	Total Rupees in lacs
Segment Revenue	<b>13,081.76</b>	<b>490,005.62</b>	<b>503,087.38</b>
	10,750.79	387,413.33	398,164.12
Segment Results	<b>7,012.79</b>	<b>4,268.01</b>	<b>11,280.80</b>
	5,002.58	(8,723.89)	(3,721.31)
Add: Interest Income			<b>968.79</b>
			17,224.65
Less : (1) Interest Expense			<b>1,848.26</b>
			5,963.08
(2) Other unallocable expenditure (net)			<b>2,410.84</b>
			2,219.89
Profit before Tax			<b>7,990.49</b>
			5,320.37
Less : Taxation			<b>1,122.98</b>
			1,805.64
Profit after Tax			<b>6,867.51</b>
			3,514.73
Segment Assets	<b>40,177.88</b>	<b>40,116.01</b>	<b>80,293.89</b>
	31,596.52	58,979.29	90,575.81
Other unallocable assets			<b>8,517.58</b>
			9,956.61
Total Assets			<b>88,811.47</b>
			100,532.42
Segment Liabilities	<b>1,630.84</b>	<b>21,261.76</b>	<b>22,892.60</b>
	1,760.89	29,625.79	31,386.68
Other unallocable liabilities			<b>7,103.02</b>
			6,369.25
Total Liabilities			<b>29,995.62</b>
			37,755.93
Segment Capital Expenditure	<b>7,896.87</b>	<b>2,235.05</b>	<b>10,131.92</b>
	4,767.39	1,968.70	6,736.09
Other unallocable Capital Expenditure			<b>428.94</b>
			3,004.60
Total Capital expenditure			<b>10,560.86</b>
			9,740.69
Depreciation	<b>1,334.43</b>	<b>794.51</b>	<b>2,128.94</b>
	1,121.16	737.97	1,859.13
Other unallocable Depreciation			<b>89.30</b>
			47.02
Total Depreciation			<b>2,218.24</b>
			1,906.15

Note: Figures not in bold represent previous year.

### 36 Related Party Disclosures

As per the Accounting Standard 18, the disclosure of transactions with the related parties as defined in the Accounting Standard are given below:

**(a) List of related parties and relationships**

Sr. No.	Name of the Related Party	Relationship
1	Mr. R.K.Chandaria	Key Management Personnel
2	Mr. A.K.Chandaria	Key Management Personnel
3	Asia Infrastructure Pte Limited (AIPL)	A company in which the Promoters of the Company have a significant influence
4	Trans Asia Petroleum Inc.(Tapi)	Tapi has significant influence over the Company
5	Huron Holdings Limited (Huron)	Huron has significant influence over the Company

**(b) Transactions during the year with related parties**

(Rs. in lacs)							
Sr. No.	Nature of transaction	Key Management Personnel	Key Management Personnel	AIPL	Tapi	Huron	Total
		1	2	3	4	5	6
(i)	Commission to Managing Directors	170.00 (225.00)	170.00 (225.00)				340.00 (450.00)
(ii)	Loan repaid during the year			- (1,017.00)			- (1,017.00)
(iii)	Interim Dividend				223.16 (156.21)	298.14 (208.71)	521.30 (364.92)
(iv)	Proposed Dividend - Final				245.47 (200.84)	327.96 (268.33)	573.43 (469.17)

Note: Figures in brackets represent previous year's amounts.

**37 Reconciliation of opening and closing balance of the present value of the defined benefit obligation is given below:**

Particulars	Current Year Rs. in Lacs	Previous Year Rs. in Lacs
<b>Components of employer expense</b>		
Current service cost	34.92	34.12
Interest cost	33.88	28.65
Expected return on plan assets	(8.26)	(7.95)
Actuarial losses/(gains)	0.19	24.34
<b>Total expense recognized in the Statement of Profit and Loss</b>	<b>60.73</b>	79.16
<b>Actual contribution and benefit payments for year</b>		
Actual contributions	22.58	21.63
<b>Net asset / (liability) recognized in the Balance Sheet</b>		
Present value of defined benefit obligation	431.27	410.61
Fair value of plan assets	(82.25)	(88.51)
Funded status [Surplus / (Deficit)]	-	-
<b>Net asset / (liability) recognized in the Balance Sheet</b>	<b>349.02</b>	322.10
<b>Change in defined benefit obligations (DBO) during the year</b>		

Particulars	Current Year Rs. in Lacs	Previous Year Rs. in Lacs
Present value of DBO at beginning of the year	410.61	337.08
Current service cost	34.92	34.12
Interest cost	33.88	28.65
Benefit Paid	(48.33)	(13.58)
Actuarial (gains) / losses	0.19	24.34
Present value of DBO at the end of the year	431.27	410.61

**Change in fair value of assets during the year**

Plan assets at beginning of the year	88.51	71.36
Expected return on plan assets	8.26	7.95
Actual company contributions	22.58	21.63
Benefit Paid	(37.10)	(12.43)
Actuarial gain/(loss) on Plan Assets	-	-
Plan assets at the end of the year	82.25	88.51
Actual return on plan assets	8.26	7.95

**Actuarial assumptions**

Discount rate	9.00%	8.25%
Expected return on plan assets	8.75%	9.15%
Salary escalation	6.75%	6.25%
Mortality tables	IALM (2006-08) Ultimate	LIC (1994-96) Ultimate

**Experience adjustments**

Gratuity	2013-14	2012-13	2011-12	2010-11	2009-10
Present value of DBO	431.27	410.61	337.08	244.81	194.74
Fair value of plan assets	82.25	88.51	71.36	113.58	51.31
Funded status [Surplus / (Deficit)]	(349.02)	(322.10)	(265.72)	(131.23)	(143.43)
Experience gain / (loss) adjustments on plan liabilities	6.89	(17.48)	(108.92)	0.61	21.67
Experience gain / (loss) adjustments on plan assets	-	-	-	-	-

	Current Year	Previous Year ended 31st March, 2013
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**Actuarial assumptions for long-term compensated absences**

Discount rate	9.00%	8.25%
Salary escalation	6.75%	6.25%

Notes:

(i) The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.

(ii) The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

(iii) In absence of specific details of plan assets from LIC, the details of plan assets have not been furnished. The details of experience adjustment relating to Plan assets are not readily available in valuation report and hence are not furnished.

(iv) The Company's best estimate of contributions expected to be paid to the plan during the annual period beginning after 31st March, 2014 is **Rs. 26.02 Lacs** (Previous Year Rs. 24.15 lacs)

(v) Employee Benefits Expenses Include:

a) Employees' Compensated absences **Rs. 92.97 lacs** (Previous Year Rs. 201.05 lacs)

b) Contribution to Provident Fund **Rs. 118.78 lacs** (Previous Year Rs. 106.98 lacs)

**38** Financial information of the Subsidiary Companies for the year ended 31st March 2014\* (Rs. In Lacs)

Sr. No.	Particulars	Sealord Containers Limited	Konkan Storage Systems (Kochi) Private Limited	Aegis Group International Pte. Limited	Hindustan Aegis LPG Limited	Aegis Gas (LPG) Private Limited	Eastern India LPG Company Private Limited	Aegis LPG Logistics (Pipavav) Limited	Aegis Terminal Pipavav Limited	Aegis International Marine Services Pte. Limited
1	Capital	5,125.00 (5,125.00)	10.00 (10.00)	10.00 (10.00)	3,997.80 (3,997.80)	3,238.10 (3,238.10)	1.00 (1.00)	5.00	5.00	26.44 (26.44)
2	Reserves & Surplus (Including Debit Balance in the Statement of Profit and Loss)	4,918.92 (1,871.63)	(844.44) (-878.54)	5,236.11 (3,943.06)	(6,421.82) (-7026.68)	(1,050.92) (-1059.12)	(2.71) (-2.1)	(0.59)	(0.59)	88.94 (59.99)
3	Total Assets	12,349.74 (11,987.47)	3,201.97 (3,368.93)	23,495.75 (31,111.55)	20,541.28 (33,382.05)	14,069.64 (6,515.66)	126.91 (127.35)	4.51	4.51	714.46 (599.34)
4	Total Liabilities	2,305.82 (4,990.84)	4,036.41 (4,237.47)	18,249.64 (27,158.49)	22,965.30 (36,410.93)	12,139.32 (4,336.68)	128.61 (128.45)	0.10	0.10	599.08 (512.91)
5	Investments	- (40.35)	- (-)	- (-)	- (-)	256.86 (246.66)	- (-)	-	-	- (-)
6	Turnover	4,853.74 (3,071.51)	406.21 (345.25)	446,723.41 (276,082.13)	387,380.98 (282,810.81)	11,869.59 (11,015.86)	- (-)	-	-	2,767.54 (5,663.80)
7	Profit / (Loss) Before Tax	3,032.02 (1,306.92)	40.84 (14.45)	1,467.89 (2,446.82)	675.92 (-3595.2)	(255.87) (297.51)	(0.61) (-0.62)	(0.59)	(0.59)	35.09 (48.89)
8	Provision for Tax (Including Deferred Tax)	(15.27) (19.75)	6.74 (0.13)	174.83 (313.62)	71.06 (-)	(257.35) (95.36)	- (-)	-	-	6.13 (-)
9	Profit / (Loss) After Tax	3,047.29 (1,287.17)	34.10 (14.32)	1,293.06 (2,133.20)	604.86 (-3595.2)	8.19 (202.15)	(0.61) (-0.62)	(0.59)	(0.59)	28.96 (48.89)
10	Proposed Dividend	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	-	-	- (-)

\* Pursuant to General Circular No: 2 /2011 dated 8th February, 2011 issued by Ministry of Corporate Affairs with reference to Section 212(8) of the Companies Act, 1956.

Note: Figures in brackets represent previous year's amounts.

**39** The details of derivative instruments and foreign currency exposures are as under

The Company uses derivative instruments (Forward Cover and Options Contracts) to hedge its risks associated with foreign currency fluctuations. The use of derivative instruments is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such derivative instruments consistent with the Company's Risk Management Policy. The Company does not use derivative instruments for speculative purposes.

Outstanding Short Term Derivative Contracts entered into by the Company on account of payables:

As at	US Dollar Equivalent (in lacs)	INR Equivalent (in lacs)
31.03.2014	239.46	14,348.56
31.03.2013	444.55	24,143.51
The unhedged amount in respect of the above	0.15	8.99

**40** The Company had issued in the Financial Year ended 31st March, 2011, 21,20,190 Equity Shares on Preferential basis for a total consideration of Rs.6,827.01 Lacs.

The objects of the issue, inter-alia, were to fund the Capex plan of the Group and / or Working Capital requirements. The utilization of the proceeds, after considering Share Issue Expenses, is as under:

<b>Particulars</b>	<b>Current Year</b>	<b>Previous Year</b>
Capital Expenditure (including for the Group)	<b>6,191.26</b>	1,266.75
Fixed Deposits with Scheduled Banks	-	3,404.97
Investment in Bonds of Corporate Bodies	-	500.00
Investment in Non Convertible Debentures of Corporate Bodies	-	304.23
Investments under the Portfolio Management Services maintained by Anand Rath Financial Services Limited	-	197.57
Investment in units of Mutual Funds	-	517.74
<b>TOTAL</b>	<b>6,191.26</b>	6,191.26

**41** Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

**For and on behalf of the Board of Directors**

**Anish K. Chandaria** Managing Director & CEO

**Dineshchandra J. Khimasia**  
**Kanwaljit S. Nagpal** } Directors

Mumbai,  
Dated: 29th May, 2014

**Murad M. Moledina**  
Chief Financial Officer

**Monica T. Gandhi**  
Company Secretary & Chief Manager: Legal

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## Aegis Logistics Limited

CIN: L63090GJ1956PLC001032

Registered Office: 502, Skylon, G.I.D.C., Char Rasta, Vapi - 396 195, Dist. Valsad, Gujarat  
 Corporate Office: 1202, Tower B, Peninsula Business Park, G. K. Marg, Lower Parel (W), Mumbai - 400013  
 Tel: +91 22 6666 3666 | Fax: +91 22 6666 3777 | Email: aegis@aegisindia.com | Website: www.aegisindia.com

### Attendance Slip

Client ID\*  
 DP ID\*

Folio No.  
 No. of Shares

*I hereby record my presence at the 57<sup>th</sup> Annual General Meeting of the Company held on Thursday, 31<sup>st</sup> July, 2014 at 11:30 AM at Fortune Park Galaxy, National Highway No.8, G.I.D.C., Vapi - 396 195, Gujarat.*

\_\_\_\_\_  
 Full name of the Shareholder/Proxy

\_\_\_\_\_  
 Signature

Note: Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

\*Applicable for investors holding shares in electronic form.



## Aegis Logistics Limited

CIN: L63090GJ1956PLC001032

Registered Office: 502, Skylon, G.I.D.C., Char Rasta, Vapi - 396 195, Dist. Valsad, Gujarat  
 Corporate Office: 1202, Tower B, Peninsula Business Park, G. K. Marg, Lower Parel (W), Mumbai - 400013  
 Tel: +91 22 6666 3666 | Fax: +91 22 6666 3777 | Email: aegis@aegisindia.com | Website: www.aegisindia.com

### Proxy Form

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the Member(s)

Registered Address

Email Address

Folio No./ Client Id

DP ID

I/We, being the member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint :

- Name: \_\_\_\_\_ of \_\_\_\_\_  
 \_\_\_\_\_ Email: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her,
- Name: \_\_\_\_\_ of \_\_\_\_\_  
 \_\_\_\_\_ Email: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her,
- Name: \_\_\_\_\_ of \_\_\_\_\_  
 \_\_\_\_\_ Email: \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 57<sup>th</sup> Annual General Meeting of the Company, to be held on the Thursday of 31<sup>st</sup> July, 2014 at 11:30 AM at Fortune Park Galaxy, National Highway No.8, G.I.D.C., Vapi - 396 195, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary Business</b>				
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended 31 <sup>st</sup> March, 2014			
2.	Declaration of dividend on Equity Shares			
3.	Appointment of Mr. Anil M. Chandaria, who retires by rotation			
4.	Appointment of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors and fixing their remuneration			
<b>Special Business</b>				
5.	Appointment of Mr. Dineshchandra J. Khimasia as an Independent Director			
6.	Appointment of Mr. Rajnikant J. Karavadia as an Independent Director			
7.	Appointment of Mr. Kanwaljit S. Nagpal as an Independent Director			
8.	Appointment of Mr. Rahul Asthana as an Independent Director			
9.	Approve limit for borrowing of funds not exceeding Rs.1000 crores			
10.	Approve creation of Charge / Mortgage on Assets/ Undertakings of the company, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2014

Affix  
Re. 1/-  
Revenue  
Stamp

Signature of Shareholder: \_\_\_\_\_

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. It is optional to indicate your preference. If you leave the For, Against or Abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.







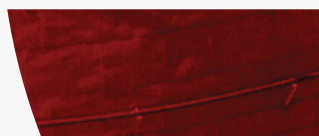


**Corporate Identity Number:** L63090GJ1956PLC001032

**Corporate Office:** 1202, 12th Floor, Tower B, Peninsula Business Park,  
Ganpatrao Kadam Marg, Lower Parel (West), Mumbai-400 013  
Tel: 22-6666 3666 | Fax: 022-6666 3777

**Registered Office:** 502, 5th Floor, Skylon, G.I.D.C., Char Rasta,  
Vapi-396 195, Dist. Valsad, Gujarat, India.

[www.aegisindia.com](http://www.aegisindia.com)





## AEGIS LOGISTICS LIMITED

Regd.Office : 502, Skylon, G.I.D.C., Char Rasta, Vapi 396 195, Dist. Valsad, Gujarat.

Corp.Office : 1202, Tower B, Peninsula Business Park, G. K. Marg, Lower Parel (W), Mumbai 400 013

Tel. : 022-6666 3666, Fax : 022-6666 3777, Website : [www.aegisindia.com](http://www.aegisindia.com)

Corporate Identity Number: L63090GJ1956PLC001032

Name of sole / first named member :

Address :

Registered Folio No. /

DP ID No. / Client ID No. :

Number of shares held :

Dear Member,

**Subject : Process and manner for availing E-voting facility**

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice of the 57<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 31<sup>st</sup> July, 2014 at 11.30 a.m. The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The electronic voting particulars are set out below :

EVEN (E-voting event number)	User ID	Password / PIN

The e-voting facility will be available during the following voting period :

Commencement of e-voting	From 9.00 a.m. IST of 25 <sup>th</sup> July, 2014
End of e-voting	Upto 6.00 p.m. IST of 27 <sup>th</sup> July, 2014

During the e-voting period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date may cast their vote electronically. The Record Date for the purpose of e-voting is 13<sup>th</sup> June, 2014.

Please read the instructions printed overleaf before exercising the vote.

These details and instructions form integral part of the Notice for the 57<sup>th</sup> Annual General Meeting to be held on Thursday, 31<sup>st</sup> July, 2014.

## INSTRUCTIONS FOR E-VOTING

Members are requested to follow the instructions below to cast their vote through e-voting :

- a. User ID and Password for e-voting is provided in the table given overleaf. Please note that the Password is an Initial Password.
- b. Launch the internet browser by typing the following <https://www.evoting.nsdl.com>.
- c. Click on 'Shareholder-Login'.
- d. Put user ID and Password noted in step (a) above as the Initial Password. Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
- e. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits or characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- f. Once the home page of 'e-voting' opens, Click on "e-voting" > Active Voting Cycles.
- g. Select 'EVEN (E-Voting Event Number)' of Aegis Logistics Limited (number provided in the table overleaf). For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on all the resolutions during the voting period.
- h. Now you are ready for 'e-voting' as 'Cast Vote' Page opens.
- i. Cast your vote by selecting appropriate option and click 'Submit' and also 'Confirm' when prompted.
- j. Upon confirmation, the message 'Voting Cast Successfully' will be displayed.
- k. Kindly note that vote once cast cannot be modified.
- l. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to Mr. Prasen Naithani, Practicing Company Secretary, the Scrutinizer, appointed by the Company, through e-mail at [naithanipcs@gmail.com](mailto:naithanipcs@gmail.com).
- m. In case of any queries you may refer the Frequently Asked Questions (FAQs) of members and e-voting user manual for members available at the 'downloads' section of <https://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ Tel No.: (022) 24994600.

### General Instructions :

- a. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Record date for e-voting i.e. 13<sup>th</sup> June, 2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- b. Mr. Prasen Naithani, Practicing Company Secretary (Membership No. FCS 3830), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- c. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- d. The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the record date for e-voting i.e. 13<sup>th</sup> June, 2014.
- e. The Results declared along with the Scrutinizer's report shall be placed on the Company's website [www.aegisindia.com](http://www.aegisindia.com) and on the website of NSDL within two (2) days of passing of the resolutions at the 57<sup>th</sup> Annual General Meeting of the Company on 31<sup>st</sup> July, 2014 and communicated to the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.
- f. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following Address :

Sharepro Services (India) Pvt. Ltd.

Unit : Aegis Logistics Ltd.

13 AB, 2<sup>nd</sup> Floor, Samhita Warehousing Complex, Near Sakinaka Telephone Exchange, Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072.

Tel. : 022-6772 0300, 6772 0400, Fax : 022-2859 1568, 2850 8927

Email : [sharepro@shareproservices.com](mailto:sharepro@shareproservices.com)