

25.08.2017

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 <b>Scrip Code : 520123</b>	<b>The Calcutta Stock Exchange Ltd.</b> 7, Lyons Range, Kolkata –700 001. <b>Scrip Code : 10011146</b>
---	---

Dear Sir(s),

**Reg : Submission of Annual Report for the Financial Year 2016-17.**

As per Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith Annual Report of the Company for the Financial Year 2016-17 to be considered by the shareholders in the Annual General Meeting of the Company scheduled to be held on **20<sup>th</sup> September, 2017.**

Please acknowledge the receipt.

Thanking You,

Yours faithfully,

**For ABC India Limited**

*Sanjay Agarwal*

**Sanjay Agarwal**  
Company Secretary

**A  
N  
N  
U  
A  
L**



**R  
E  
P  
O  
R  
T**

**ANNUAL REPORT  
2016-2017**

<b>CHAIRMAN</b>	MR. ANAND KUMAR AGARWAL
<b>DIRECTORS</b>	DR. DEBASIS SENGUPTA PROF. ASHOKE KUMAR DUTTA MR. VIJAY KUMAR JAIN MR. SIDDARTH KAPOOR MRS. RACHANA TODI DR. ASHOK KUMAR AGARWAL (upto 06.01.2017) MR. RAJYA VARDHAN KAJARIA (upto 17.12.2016)
<b>MANAGING DIRECTOR</b>	MR. ASHISH AGARWAL
<b>CHIEF FINANCIAL OFFICER</b>	MR. SUSHIL KUMAR PRANSUKHKA
<b>COMPANY SECRETARY</b>	MR. SANJAY AGARWAL
<b>STATUTORY AUDITORS</b>	M/S AGARWAL KEJRIWAL & CO. Chartered Accountants
<b>SECRETARIAL AUDITORS</b>	MR. SANTOSH KR. TIBREWALLA Practising Company Secretary
<b>BANKERS</b>	STATE BANK OF INDIA UNITED BANK OF INDIA INDIAN OVERSEAS BANK
<b>REGISTERED OFFICE</b>	P-10, NEW C. I. T. ROAD KOLKATA - 700073 CIN : L63011WB1972PLC21415 PHONE : 033 22371745, 24614156 FAX : 033 24614193 Email : vrmd@abcindia.com Website : www.abcindia.com

## CONTENTS

Notice	2	Directors' Report and Annexures	16	Independent Auditors' Report	56
Balance Sheet	62	Statement of Profit & Loss	63	Cash Flow Statement	64
Notes to Financial Statements	66				

## Notice

**NOTICE** is hereby given that the 44<sup>th</sup> Annual General Meeting of the Members of M/s. ABC India Limited will be held on Wednesday, the **20<sup>th</sup> day of September, 2017 at 03.00 P.M.** at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4<sup>th</sup> Floor, Kolkata - 700017 to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2017, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2017, the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2017 and the Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Anand Kumar Agarwal (DIN 00380908), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this respect, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee of the Company, M/s. Bharat D. Sarawgee & Co., Chartered Accountants (Registration No. 326264E), be and are hereby appointed as the Statutory Auditors of the Company who shall hold office from the conclusion of this 44<sup>th</sup> Annual General Meeting (AGM) for a term of consecutive five years till the conclusion of the 49<sup>th</sup> Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) of the Company and that the Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors."

### SPECIAL BUSINESS:

#### 4. APPROVAL OF REMUNERATION OF COST AUDITORS

***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 Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s. Debobrata Banerjee & Associates, Cost Auditors for conducting the cost audit of the cost records of the Company for the financial year ending March 31, 2018, as approved by the Board of Directors on the recommendation of the Audit Committee and as set out in the Explanatory Statement in respect of this item of business, be and is hereby ratified.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 5. RE-APPOINTMENT OF MR. ASHISH AGARWAL AS MANAGING DIRECTOR

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Ashish Agarwal (DIN: 00351824), as Managing Director of the Company, for a period of 3 (Three) years with effect from 1<sup>st</sup> August, 2017 on the terms and conditions including remuneration as set out in the

## Notice (contd.)

Statement annexed to the Notice convening this Meeting and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Ashish Agarwal, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### 6. RE-APPOINTMENT OF MR. ANAND KUMAR AGARWAL AS AN EXECUTIVE CHAIRMAN

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Anand Kumar Agarwal (DIN: 0038090), as an Executive Chairman of the Company, for a period of 3 (Three) years with effect from 1<sup>st</sup> September, 2017 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Anand Kumar Agarwal , subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors  
For **ABC INDIA LIMITED**

Place: Kolkata  
Date : 10<sup>th</sup> August, 2017

**Sanjay Agarwal**  
Company Secretary

### NOTES :

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. The profile of the Directors seeking re-appointment, as required in terms of applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchanges and Secretarial Standard 2 as issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. The Proxies to be effective, must be duly stamped, completed, signed and deposited at the Corporate Office of the Company at. 40/8, Ballygunge Circular Road, Kolkata - 700 019 not later than 48 hours before the commencement of the meeting. A proxy form is enclosed.

## Notice *(contd.)*

5. **A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBERS HOLDING MORE THAN 10 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 MEMBER.**
6. The Register of Members and Transfer Books of the Company will be closed from 14.09.2017 to 20.09.2017 (both days inclusive) for the purpose of this AGM.
7. Members whose shareholding is in the electronic mode are requested to update address & bank account details to their respective Depository Participant(s) and the Members whose shareholding is in the physical mode are requested to provide the same to R&TA.
8. Members holding shares in physical form are advised to file nominations in respect of their shareholding in the Company, if not already registered and to submit the same to Registrar and Share Transfer Agent.
9. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the Annual Reports, Notices and other communications via e-mail. All the shareholders holding shares in physical form who have not registered their e-mail addresses so far are requested to register their e-mail address to the RTA / Company for receiving all communication including Annual Report, Notices, etc. from the Company, electronically.
13. Notice of the 44<sup>th</sup> AGM along with Annual Report, Attendance slip, Proxy Form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode. The documents referred to above are also available on the Company's website: [www.abcindia.com](http://www.abcindia.com).
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant(s) and Members holding shares in physical form are requested to submit their PAN details to the Company/R&TA.
15. Relevant documents referred to in this Notice is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the AGM.
16. Pursuant to the provisions of Section 125 of the Companies Act, 2013, the amounts of dividend remaining unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Accounts of the Company to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government and, thereafter, no payments shall be made by the Company or by the IEPF in respect of such amounts. The Company has already transferred all unclaimed dividends declared upto the financial year 1999-2000 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

## Notice (contd.)

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

Dividend for the Financial Year ended	Date of declaration of Dividend	Last date for claiming unpaid Dividend
March 31, 2010	September 04, 2010	October 11, 2017
March 31, 2011	September 24, 2011	October 31, 2018
March 31, 2012	September 01, 2012	October 08, 2019
March 31, 2013	September 23, 2013	October 30, 2020
March 31, 2014	September 25, 2014	November 01, 2021

17. Shares in respect of which dividend will be transferred to the Investor Education and Protection Fund (“IEPF”) of the Central Government shall also be transferred to IEPF pursuant to Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“Rules”) read with Section 124 of the Companies Act, 2013 (as amended from time to time). Advertisement is being published in newspapers and intimations are being sent to Shareholders concerned requesting them to encash their unclaimed dividends falling which the corresponding shares will be transferred to IEPF.

### 18. Voting Through Electronic Means

- I) As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting vote through the electronic voting system (“remote e-voting”) under an arrangement with The Central Depository Services (India) Limited (“CDSL”) as specified more particularly in the instruction hereunder provided that once the vote on a Resolution is casted through-voting, a Member shall not be allowed to change it subsequently.
- II) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.
- III) **The instructions for shareholders voting electronically are as under:**
- The voting period through electronic means begins on Saturday, the 16<sup>th</sup> day of September, 2017 at 9.00 A.M.(IST) and ends on Tuesday, the 19<sup>th</sup> day of September, 2017 at 5.00 P.M. (IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13<sup>th</sup> day of September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - Shareholders who have already voted prior to the meeting date (by remote e-voting) shall not be entitled to vote at the meeting venue.
  - The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - Click on “Shareholders” tab.

**Notice** (contd.)

- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID, and
  - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below :

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the Company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio. <ul style="list-style-type: none"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>If both the details are not recorded with the depository or Company then please enter the member-ID / Folio Number in the Bank Account Number details field as mentioned in above instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant "**ABC India Limited**" on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



## Notice (contd.)

- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders and Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- (xxi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [santibrewalla@gmail.com](mailto:santibrewalla@gmail.com) with a copy mark to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 19.09.2017 upto 5.00 p.m. without which the vote shall not be treated as valid.
20. **The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 13<sup>th</sup> September, 2017.** A person who is not a member as on the cut-off date should treat this notice for information purpose only.
21. The notice of Annual General Meeting will be sent to the members, whose names appear in the Register of Members / Depositories as at closing hours of business, on 11<sup>th</sup> August, 2017.
22. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 13<sup>th</sup> September, 2017 are requested to send the duly signed written / email communication to the Company at [vrmd@abcindia.com](mailto:vrmd@abcindia.com) and to the RTA at M/s. MCS Share Transfer Agent Limited, 12/1/5, Monoharpukur Road, Kolkata-700 026 Phone : (033) 40724052/40724053, Fax : (033) 40724054, Email: [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

## Notice *(contd.)*

23. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e. 13<sup>th</sup> September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
24. The facility for voting either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.
25. However, in case the members who have casted their votes by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their votes again.
26. Mr. Santosh Kumar Tibrewalla, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall not later than 3(three) days of conclusion of the meeting make a consolidated scrutinizer's Report (which includes remote e-voting and voting as may be permitted at the venue of the AGM by means of ballot paper/poll) of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.
27. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of Annual General Meeting of the Company.
28. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.abcindia.com](http://www.abcindia.com) and on the website of CDSL immediately after declaration of results of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to BSE Limited and The Calcutta Stock Exchange Limited, where the shares of the Company are listed.
29. Route-map to the venue of the AGM is annexed for the convenience of the members.

---

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item No. 4 of the accompanying Notice dated 10<sup>th</sup> August, 2017 :

#### Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Debobrata Banerjee & Associates, the Cost Auditors, to conduct the cost audit of the cost records of the Company for the financial year ending March 31, 2018 at a remuneration of ₹ 60,000/- plus applicable taxes and out of pocket expenses, if any as Audit fees.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company in the general meeting. Accordingly, consent of the members is sought for passing the Resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

The Board of Directors recommends the resolution set out in Item No. 4 of the accompanying notice for the approval of the members.

None of the Directors of the Company or any key managerial personnel or their relatives are in any way, financially or otherwise, directly or indirectly, concerned or interested in the said resolution.

## Notice (contd.)

### Item No. 5

The present term of appointment of Mr. Ashish Agarwal as Managing Director has expired on 31<sup>st</sup> July, 2017. The Board at its meeting held on 25<sup>th</sup> May, 2017, has re-appointment Mr. Ashish Agarwal as Managing Director, subject to the approval of members in the ensuing Annual General Meeting of the Company for a further period of 3 (three) years commencing from 1<sup>st</sup> August, 2017 on the following remuneration, perquisites and other terms & conditions as recommended by the Nomination and Remuneration Committee :-

1. **Salary:** ₹ 3,50,000/- (Rupees Three Lakh Fifty Thousand only) per month and revision/increment as may be recommended by Nomination & Remuneration Committee and approved by the Board from time to time and permissible under Schedule V of the Companies Act, 2013 during his tenure.
2. **Perquisites:** In addition to salary, he shall be entitled to perquisites, which shall be valued as per the provisions of the Income Tax Act, 1961, and which unless the context otherwise requires, are classified into two Categories A & B as follows:
  - A.
    - i) Housing: Monthly House Rent Allowance @50% of Salary or Rent Free Accommodation in lieu thereof.
    - ii) Electricity: Provision of Electricity at residential accommodation.
    - iii) Medical Reimbursement: Reimbursement of Medical Expenses incurred for self and family subject to a maximum of ₹ 15000/- (Rupees Fifteen Thousand only) per annum.
    - iv) Clubs Fees: Fees of Clubs subject to a maximum of ₹ 30,000/- (Rupees Thirty Thousand only) per annum. This will not include admission and life membership fees.
    - v) Overseas Health & Insurance: Cost of overseas health & related insurance subject to maximum of ₹ 10,000/- (Rupees Ten Thousand only) per annum.
    - vi) Mediclaim Policy: Reimbursement of the cost of individual Mediclaim Policy for self and family subject to a maximum of ₹ 10,000/- (Rupees Ten Thousand only) per annum.
    - vii) Personal Accident Insurance: Premium not to exceed ₹ 24,000/- (Rupees Twenty Four Thousand only) per annum.
    - viii) Car: Car with Driver for use of Company's business.
  - B.
    - i) Contribution to provident fund, superannuation fund or annuity fund to the extent these are singly or put together are not taxable under the Income Tax Act, 1961.
    - ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
    - iii) Encashment of leave at the end of the tenure.
3. **Other Terms:**
  - a) Mr. Ashish Agarwal as long as he functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.
  - b) He shall devote the whole of his time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions given and regulations made by the Board or any Committee of the Board from time to time.
  - c) The Board may from time to time entrust upon him such of the powers exercisable by him as it thinks fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with restrictions as it may think expedient.

## Notice *(contd.)*

- d) He shall comply with the Company's Code of Conduct and other codes and policies framed by the Company from time to time.
- e) During the tenure of his term of office he shall not be liable to retire by rotation.
- f) He shall be entitled to reimbursement of travelling, entertainment, phones and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
- g) He shall be reimbursed actual out of pocket expenses incurred by him in the course of discharging his duties in the capacity of Managing Director.
- h) Either party may terminate the agreement by giving 3 (Three) months' notice in writing or remuneration in lieu thereof without showing any reason.
- i) In the absence or inadequacy of profit of the Company in any financial year, he shall be entitled to receive such remuneration as is permissible under Section 197 read with Schedule V of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mr. Ashish Agarwal a B.A. (Economics) and has gained rich experience in the Management and Administration of Company's business. Presently He is looking after in the Management and Administration of Company's business Mr. Ashish Agarwal holds 100000 equity shares of the Company.

Besides, as per the provision of section 197(3) and Part II of Schedule V of the Companies Act, 2013 where in any financial year during the currency of tenure of a managerial persons, a Company has no profit or its profit are inadequate the appointment of a person as managerial personnel is to be approved by the members by passing a special resolution.

**A Statement as per Schedule V (third proviso of section II of Part II) in respect of re-appointment of Mr. Ashish Agarwal as Managing Director is annexed which forms part of this explanatory statement.**

Except Mr. Ashish Agarwal and Mr. Anand Kumar Agarwal, none of the Directors or any key managerial personnel or their relatives in any way, financially or otherwise directly or indirectly, concerned or interested in the aforesaid resolution.

The Board recommends the special resolution as set forth in item no. 5 for the approval of the members of the Company.

The letter of Appointment issued to Mr. Ashish Agarwal setting out the terms of his appointment is open for inspection by the members at the Corporate Office of the Company during business hours on all working days except Saturday and also at the venue of the Annual General Meeting in physical mode.

### Item No. 6

The present term of appointment of Mr. Anand Kumar Agarwal as an Executive Chairman would expire on 31<sup>st</sup> August, 2017. The Board at its meeting held on 25<sup>th</sup> May, 2017, has re-appointment Mr. Anand Kumar Agarwal as an Executive Chairman, subject to the approval of members in the ensuing Annual General Meeting of the Company for a further period of 3 (three) years commencing from 1<sup>st</sup> September, 2017 on the following remuneration, perquisites and other terms & conditions as recommended by the Nomination and Remuneration Committee :-

1. **Salary :** ₹ 3,50,000/- (Rupees Three Lakhs Fifty Thousand only) per month and revision/increment as may be recommended by Nomination & Remuneration Committee and approved by the Board from time to time and permissible under Schedule V of the Companies Act, 2013 during his tenure.
2. **Perquisites:** In addition to salary, he shall be entitled to perquisites, which shall be valued as per the provisions of the Income Tax Act, 1961, and which unless the context otherwise requires, are classified into two Categories A & B as follows :

## Notice (contd.)

- A. i) **Housing:** Monthly House Rent Allowance @50% of Salary or Rent Free Accommodation in lieu thereof.
- ii) **Electricity:** Provision of Electricity at residential accommodation.
- iii) **Medical Reimbursement:** Reimbursement of Medical Expenses incurred for self and family subject to a maximum of ₹ 75,000/- (Rupees Seventy Five Thousand only) per annum.
- iv) **Clubs Fees:** Fees of Clubs subject to a maximum of ₹ 30,000/- (Rupees Thirty Thousand only) per annum. This will not include admission and life membership fees.
- v) **Overseas Health & Insurance:** Cost of overseas health & related insurance subject to maximum of ₹ 10,000/- (Rupees Ten Thousand only) per annum.
- vi) **Mediclaim Policy:** Reimbursement of the cost of individual Mediclaim Policy for self and family subject to a maximum of ₹ 25,000/- (Rupees Twenty Five Thousand only) per annum
- vii) **Personal Accident Insurance:** Premium not to exceed ₹ 30,000/-(Rupees Thirty Thousand only) per annum.
- viii) **Car:** Car with Driver for use of Company's business.
- B. i) Encashment of leave at the end of the tenure.
- 3. Other Terms:**
- a) Mr. Anand Kumar Agarwal as long as he functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.
- b) He shall devote the whole of his time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions given and regulations made by the Board or any Committee of the Board from time to time.
- c) The Board may from time to time entrust upon him such of the powers exercisable by him as it thinks fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with restrictions as it may think expedient.
- d) He shall comply with the Company's Code of Conduct and other codes and policies framed by the Company from time to time.
- e) During the tenure of his term of office he shall be liable to retire by rotation.
- f) He shall be entitled to reimbursement of travelling, entertainment, phones and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
- g) He shall be reimbursed actual out of pocket expenses incurred by him in the course of discharging his duties in the capacity of Executive Chairman.
- h) Either party may terminate the agreement by giving 3 (Three) months' notice in writing or remuneration in lieu thereof without showing any reason.
- i) In the absence or inadequacy of profit of the Company in any financial year, he shall be entitled to receive such remuneration as is permissible under Section 197 read with Schedule V of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mr. Anand Kumar Agarwal a Bachelor of Commerce from University of Calcutta and has achieved a landmark in the Transport Sector. Presently he is acting as an Executive Chairman of the Company and looking the overall management of the Company.

**Notice** (contd.)

Mr. Anand Kumar Agarwal holds 113851 equity shares of the Company.

Besides, as per the provision of section 197(3) and Part II of Schedule V of the Companies Act, 2013 where in any financial year during the currency of tenure of a managerial persons, a Company has no profit or its profit are inadequate the appointment of a person as managerial personnel is to be approved by the members by passing a special resolution.

**A Statement as per Schedule V (third proviso of section II of Part II) in respect of re-appointment of Mr. Anand Kumar Agarwal as an Executive Chairman is annexed which forms part of this explanatory statement.**

Except Mr. Anand Kumar Agarwal and Mr. Ashish Agarwal, none of the Directors or any key managerial personnel or their relatives is any way, financially or otherwise directly or indirectly, concerned or interested in the aforesaid resolution.

The Board recommends the special resolution as set forth in item no. 6 for the approval of the members of the Company.

The letter of Appointment issued to Mr. Anand Kumar Agarwal setting out the terms of his appointment is open for inspection by the members at the Corporate Office of the Company during business hours on all working days except Saturday and also at the venue of the Annual General Meeting in physical mode.

By Order of the Board of Directors  
For **ABC INDIA LIMITED**

Place: Kolkata  
Date : 10<sup>th</sup> August, 2017

**Sanjay Agarwal**  
Company Secretary

**ANNEXURE TO NOTICE OF AGM****A. Statement as per Schedule V (third proviso of Section II of Part II) in respect of re-appointment of Mr. Ashish Agarwal as Managing Director and Mr. Anand Kumar Agarwal as an Executive Chairman****I. General Information :**

- 1) Nature of industry: Freight & Services, Petrol Pump and Construction
- 2) Date or expected date of commencement of commercial production: Not Applicable as it is an existing Company since 1972.
- 3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- 4) Financial performance based on given indicators :

(₹ in Lakhs)

	<b>31.03.2017</b>	<b>31.3.2016</b>	<b>31.3.2015</b>
Turnover (Gross):	13143	13342	15252
Net Profit/(Loss) :	(1652)	(277)	12

- 5) Foreign investments or collaborations, if any: Not Applicable

## Notice (contd.)

### II. Information about the appointee :

Name of the appointee:	Mr. Ashish Agarwal	Mr. Anand Kumar Agarwal
<b>Background details:</b>	Mr. Ashish Agarwal, age 38 years, had graduated from Columbia University with a B.A. in Economics and has achieved a landmark in the Transport Sector.	Mr. Anand Kumar Agarwal, age 65 years, is a Bachelor of Commerce and has achieved a landmark in the Transport Sector.
<b>Past remuneration</b>	₹ 48,94,468/- per annum	₹ 48,84,877/- per annum
<b>Recognition or awards</b>	N.A	N.A
<b>Job profile and his suitability</b>	His job profile shall include devoting whole time attention to the Management & Administration of the affairs of the Company and exercises powers subject to the superintendence, direction and control of the Board of Directors and Chairman. With valuable contributions made by him to the Company during his hitherto association with the Company, he has been considered perfectly suitable for his job profile.	He is looking after the overall management of the Company in all aspects.
<b>Remuneration proposed</b>	₹ 3,50,000/- per month plus perquisites as mentioned in the Resolution.	₹ 3,50,000/- per month plus Perquisites as mentioned in the Resolution.
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as Managing Director of the Company.	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as an Executive Chairman of the Company.
<b>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.</b>	No pecuniary relationship with the Company except Managerial Remuneration. Mr. Anand Kumar Agarwal, as an Executive Chairman, of the Company— <b>Father</b>	No pecuniary relationship with the Company except Managerial Remuneration. Mr. Ashish Agarwal, as Managing Director, of the Company— <b>Son</b>

**Notice** (contd.)**III. Other information:****i) Reasons of loss or inadequate profits:**

During the year 2016-17, the industrial growth of the Company did not improve at the desired level due to various factors like demonetization, non-implementation of the infrastructural activities, increased cost, etc.

**ii) Steps taken or proposed to be taken for improvement:**

To improve the profitability, the Company has reduced its work force by almost 20% and other cost reduction measures are underway to sustain in the business. Effective steps are being taken to increase the income from transportation & contract jobs and construction services.

**iii) Expected increase in productivity and profitability in measurable terms:**

It is difficult to make any estimates regarding increase in productivity and profits in measurable terms considering the nature of business.

**IV. Disclosures:**

The requisite disclosures have been set out in Corporate Governance Report which forms part of the Annual Report for the F.Y. 2016-17 of the Company.

**B. Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting [In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India.**

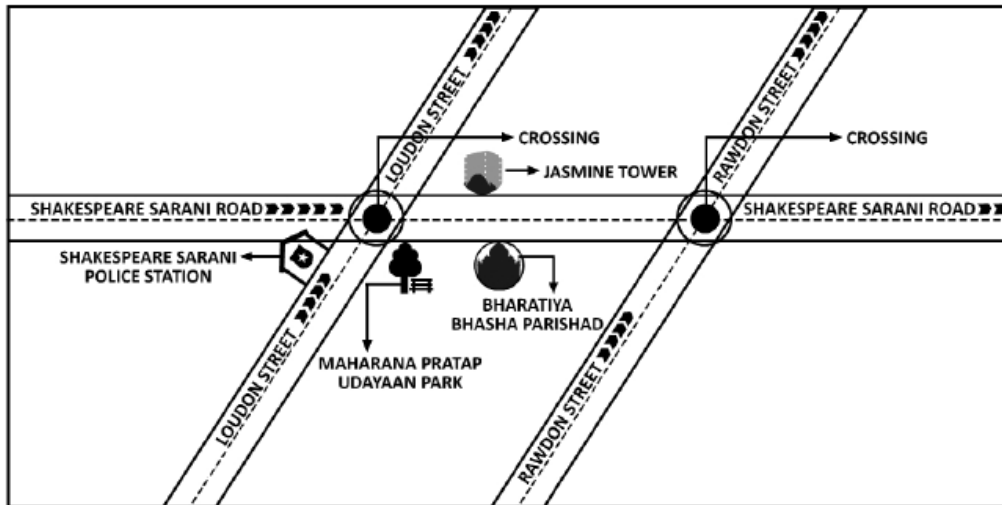
Sl No.	Name of the Directors	Mr. Ashish Agarwal	Mr. Anand Kumar Agarwal
1	Date of Birth and Age	09/03/1979, 38 years	13/08/1952, 65 years
2	DIN	00351824	00380908
3	Nationality	Indian	Indian
4	Date of appointment on board	29/07/2008	27/10/1972
5	Remuneration last drawn	₹ 48,94,468/- per annum	₹ 48,84,877/- per annum
6	No. of shares held in the Company	100000	113851
7	Qualification & Expertise in specific functional area	B.A. (Economics) He is serving the Company for past 9 years as Managing Director. During this period he has gained rich experience in the Management and Administration of Company's business.	B.Com. He is an industrialist and having more than four decades of experience in logistics business and has achieved a landmark in the Transport sector. He is looking after the overall management of the Company in all aspects.
8	No. of Board Meetings Attended	4 (Four)	4 (Four)
9	List of other Listed Companies in which Directorship held as on 31 <sup>st</sup> March, 2017	TCI Industries Limited	NIL



## Notice (contd.)

Sl No.	Name of the Directors	Mr. Ashish Agarwal	Mr. Anand Kumar Agarwal
10	List of other Companies in which Directorship held as on 31 <sup>st</sup> March, 2017	Nettare Beverages Pvt. Ltd. Artisanal Studio Pvt. Ltd. ABC Financial Services Pvt. Ltd. ABC Skyline Limited. Bhoruka Properties Pvt. Ltd. Social Worth Technologies Pvt. Ltd.	Pro-Sports Management Ltd. Bhoruka Properties Pvt. Ltd. ABC Skyline Ltd. Mahendra Investment Advisors Pvt. Ltd.
11	Chairman / Member of the Committee of the Board of other Companies in which he is a Director as on 31 <sup>st</sup> March, 2017	NIL	NIL

### ROUTE MAP TO THE VENUE OF THE AGM OF ABC INDIA LIMITED



**VENUE - Bharatiya Bhasha Parishad 36A, Shakespeare Sarani, Kolkata - 700 017**

Route Map not to scale

## Directors' Report

Dear Shareholders,

Your Directors take pleasure in presenting the 44<sup>th</sup> Annual Report together with the Audited Financial Statements of your Company for the year ended March 31, 2017.

### Financial Results

(₹ In Lacs)

Particulars	FY 2016-17	FY 2015-16
	Amount	Amount
Turnover	13142.78	13341.75
Other Income	55.23	77.56
Total Revenue	13198.01	13419.31
Earnings Before Interest, Depreciation, Taxation and Amortization (EBIDTA)	(1057.01)	682.40
Interest and other Finance Cost	449.78	524.77
Depreciation & Amortization	273.71	456.98
Profit/(Loss) before Taxation (PBT)	(1780.50)	(299.34)
Tax including Deferred Tax	(128.91)	(22.17)
Profit/ (Loss) after Taxation (PAT)	(1651.59)	(277.17)
Profit brought forward from previous year	1134.18	1371.35
Tax Adjustment for earlier years	5.62	40.00
<b>Profit available for appropriation carried to Balance Sheet</b>	<b>(511.79)</b>	<b>1134.18</b>

### OPERATIONS :

During the year under review, your Company has achieved a Total Revenue of ₹ 13,198.01 lakhs which is 1.65% lower over the corresponding previous financial year's total revenue of ₹ 13,419.31 lakhs. The Company's EBIDTA was ₹ (1,057.01) lakhs as compared with previous year of ₹ 682.40 lakhs. The Loss after Tax worked out to ₹ 1,651.59 lakhs as compared to loss in the previous year of ₹ 237.17 lakhs. The increase in loss after tax is mainly on accounts of written off of old debtors to the tune of ₹ 1,178.68 lakhs. The balance loss is due to reduced margin, reduction in logistics business because of demonetization in the 3<sup>rd</sup> quarter of the financial year though the fixed cost and other operational cost remain static.

### OUTLOOK :

In the last year, industrial growth of the Company did not improve at the desired level due to various factors like demonetization, non-implementation of the infrastructural activities, increased cost, etc. With the introduction of GST, the revenue in the first half of the current financial year would be in stress and with the stabilization of the taxation procedure and wider acceptability, we are hopeful to recover the pace in business volume.

Besides, to improve the profitability, the Company has reduced its work force by almost 20% and other cost reduction measures are underway to sustain in the business.

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

### DIVIDEND

Due to loss during the year under review, the Board of Directors of the Company could not recommend any dividend on the Equity Shares of the Company for the financial year ended 31<sup>st</sup> March, 2017.

## Directors' Report *(contd.)*

### TRANSFER TO RESERVES

The Company did not required to transfer any amount to the General Reserve during the financial year ended 31<sup>st</sup> March, 2017.

### HUMAN RESOURCES

Your Company envisages its "human resources" as one of its most important assets.

Your Company continuously invest in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement. Your Company has continuously adopted structures that help attract best external talent and provide internal talent to higher roles and responsibilities.

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

### SHIFTING OF REGISTERED OFFICE

The Registered office of Company was shifted from Guwahati in the state of Assam to Kolkata in the state of West Bengal w.e.f. 02.09.2016 pursuant to the order of approval of shifting of Regional Director on 10.08.2016.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### i) Appointments:

There was no appointment of any Director during the financial year 2016-17.

#### ii) Resignation:

Mr. Rajya Vardhan Kajaria, Non-Executive Director (DIN 00443001) and Dr. Ashok Kumar Agarwal, Non-Executive Director (DIN 01237294) had resigned from the office of Director of the Company with effect from 17.12.2016 & 06.01.2017, respectively.

The Board placed on record its appreciation of the invaluable contribution made by them during their tenure as Directors of the Company.

#### iii) Retirement by Rotation:

Pursuant to the provisions of Section 152(6) and other applicable provisions, of the Companies Act, 2013 Mr. Anand Kumar Agarwal (DIN 00380908), Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible offered himself for re-appointment.

#### iv) Appointment of Wholetime- Key Managerial Personnel (KMP):

Pursuant to the provisions of Section 203 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Rule 8(5)(iii) of Companies (Accounts) Rules, 2014 the following personnel continued to be Wholetime Key Managerial Personnel of the Company within the meaning of the said section.

- a) Mr. Ashish Agarwal – Managing Director.
- b) Mr. Sushil Pransukhka – Chief Financial Officer.
- c) Mr. Sanjay Agarwal – Company Secretary & Compliance Officer.

None of the Directors of the Company are disqualified as per section 164(2) of the Companies Act, 2013. The Directors have also made necessary disclosures to the extent as required under provisions of section 184(1) of the Companies Act, 2013.

## Directors' Report *(contd.)*

### INDEPENDENT DIRECTOR'S DECLARATION

Your Company had received the declaration of Independence u/s 149(7) of the Companies Act, 2013 from all the Independent directors of your Company specifying that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149(6) of the Companies Act, 2013.

### AUDITORS AND THEIR REPORTS

#### (i) Statutory Auditors:

The Statutory Auditors M/s Agarwal Kejriwal & Co., Chartered Accountants, holds office upto the conclusion of the 44<sup>th</sup> Annual General Meeting (AGM) to be held for the FY 2016-17.

As per the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder it is mandatory for the Company to rotate the current Statutory Auditors of the Company on completion of maximum term as permitted under the Act. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has appointed M/s. Bharat D. Sarawgee & Co., Chartered Accountants (Registration No. 326264E) as the Statutory Auditors of the Company for a period of 5 years from the conclusion of the 44<sup>th</sup> Annual General Meeting of the Company to be held for the financial year 2016-17 till the conclusion of the 49<sup>th</sup> Annual General Meeting of the Company subject to the approval of the Shareholders in the Annual general Meeting and ratification in each of the subsequent AGMs. Requisite letter and Certificate pursuant to Section 139 and 141 of the Companies Act, 2013 from M/s. Bharat D. Sarawgee & Co., Chartered Accountants (Registration No. 326264E) about their consent and eligibility for appointment as the Statutory Auditors of the Company has been received by the Company.

The Auditors report does not contain any qualification. Notes to Accounts and Auditors remarks in their Report are self-explanatory and hence do not call for any further explanation.

#### (ii) Cost Auditors:

Pursuant to section 148 of the Companies Act, 2013, the Board of Directors on recommendation of the Audit Committee had re-appointed M/s. Debabrota Banerjee & Associates (Registration No. 102336), Cost Accountants, as the Cost Auditors of the Company for the financial year 2017-18. The Company has received consent and confirmation of eligibility for their re-appointment as the Cost Auditors of the Company for the year 2017-18.

#### (iii) Secretarial Auditor:

The Board had re-appointed Mr. Santosh Kumar Tibrewalla, Practising Company Secretary, as the Secretarial Auditor of the Company to carry out the Secretarial Audit for the year 2016-17 under the provisions of section 204 of the Companies Act, 2013. The report of the Secretarial Auditor is enclosed as "Annexure A" - MR-3 to this Board's Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of section 134(3) (c) & 134 (5) of the Companies Act, 2013, your Directors hereby confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation related to material departures;
2. Appropriate accounting policies had been selected and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2017 and of the loss of the Company for the year ended on 31<sup>st</sup> March, 2017;

## Directors' Report *(contd.)*

3. Proper and sufficient care had been taken, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual accounts had been prepared on a going concern basis;
5. The Directors had laid down internal financial Controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. Proper systems had been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### DEPOSITS

The Company has not accepted any Deposits during the year, no deposits remained unpaid or unclaimed as at the end of the year and there was no default in repayment of deposits or payment of interest thereon during the year.

### DETAILS RELATING TO REMUNERATION TO DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES

The particulars and information of the Directors/employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 of your Company is attached as "Annexure-B" to this report.

None of the employees of the Company were in receipt of the remuneration exceeding limits pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information related to conservation of energy, Research & Development, technology absorption, foreign exchange earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of Companies (Accounts) Rules, 2014 are as follows:

#### (a) Conservation of energy

The Company's operation involves no energy consumption.

#### (b) Technology absorption

- i. The Company does not have any R & D Division and Company's Operations does not require this type of establishment.
- ii. Technology absorption, adoption and innovation: The Company has not imported any technology due to its nature of operation.

#### (c) Foreign exchange Earnings and Outgo

During the year, the total foreign exchange earned was ₹ NIL (Previous Year ₹ 22,52,590/-) and the total foreign exchange used was ₹ 20,70,654/- (Previous Year ₹ 44,98,665/-).

### INTERNAL AUDIT & CONTROLS

The Company continues to engage Internal Auditors. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

## Directors' Report *(contd.)*

### SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

No significant and material order has been passed by the Regulators, Courts, Tribunals impacting the going concern status and Company's operations in future.

### ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls as required under section 134(5)(e) of the Companies Act, 2013. During the year under review, such controls were tested and no reportable material weakness in the formulation or operations were observed.

### CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

In terms of the SEBI (Prohibition of Insider Trading) Regulations, 1992, your Company has already adopted the Code of Conduct for prevention of Insider Trading. Further, in accordance with the provisions of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company at their meeting held on May 26, 2015 have approved and adopted the code of practices and procedure for fair disclosure of Unpublished Price Sensitive Information and formulated the code of conduct of the Company.

### DISCLOSURES AS PER APPLICABLE ACT, LISTING AGREEMENT/ SEBI (LODR) REGULATIONS, 2015:

#### i) Related Party Transactions:

All transactions entered with related parties during the FY 2016-17 are on arm's length basis and were in the ordinary course of business and hence not falling under the provisions of Section 188 of the Companies Act, 2013. There have been no materially significant related party transactions with the Company's Promoters, Directors and others as defined in section 2(76) of the Companies Act, 2013, and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 which may have potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

The requisite disclosures of the related party transactions are given in the notes to accounts. The Company has also formulated a policy on dealing with the Related Party Transactions and necessary approval of the audit committee and Board of directors were taken wherever required in accordance with the policy.

#### ii) Number of Board Meetings:

The Board of Directors met 4 (Four) times in the FY 2016-17. The Details of the Board meeting and attendance of the Directors are provided in the Corporate Governance Report, attached as Annexure to this Board's Report.

#### iii) Composition of Audit Committee:

The Board has constituted the Audit Committee under the Chairmanship of Dr. Debasis Sengupta. Complete details of the Committee are given in the Corporate Governance Report, attached as Annexure to this Board's Report.

#### iv) Extracts of Annual Return:

The details forming part of the extract of the Annual Return in Form No. MGT-9 as required under section 92(3) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014 is attached as "Annexure-C" to this report.

#### v) Risk Analysis:

The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.

## Directors' Report *(contd.)*

### vi) Loans, Guarantees and Investments:

The Company has not provided any loans, given any guarantees or made any investments under Section 186 of the Companies Act, 2013 during the FY 2016-17.

### vii) Post Balance Sheet events:

There is no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relates and the date of this report.

### viii) Subsidiaries, Associates or Joint Ventures:

Your Company does not have any subsidiaries, associates or joint ventures.

### ix) Evaluation of the Board's Performance:

During the year under review, the Board, in compliance with the Companies Act, 2013 and the applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has continued to adopt formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board, as a whole and the Chairman, who were evaluated on parameters such as their participation, contribution at the meetings and otherwise, independent judgments, safeguarding of minority shareholders interest, etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors in their separate meeting.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

### x) Nomination, Remuneration and Evaluation Policy:

The Nomination, Remuneration and Evaluation Policy, in compliance with the provisions of the Companies Act, 2013 read with the Rules made therein and the applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) is in place. This Policy provides a framework and set standards in relation to the followings and details on the same are given in the Corporate Governance Report, attached as Annexure to this Board's Report:

- a. Criteria for appointment and removal of Directors, Key Managerial Personnel (KMP) and Senior Management Executives of the Company.
- b. Remuneration payable to the Directors, KMPs and Senior Management Executives.
- c. Evaluation of the performance of the Directors.
- d. Criteria for determining qualifications, positive attributes and independence of a Director.

### xi) Vigil Mechanism (Whistle Blower Policy):

By virtue of Whistle Blower Policy, the Directors and employees of the Company are encouraged to escalate to the level of the Audit Committee any issue of concerns impacting and compromising with the interest of the Company and its stakeholders in any way. The Company is committed to adhere to highest possible standards of ethical, moral and legal business conduct and to open communication and to provide necessary safeguards for protection of Directors or employees or any other person who avails the mechanism from reprisals or victimization, for whistle blowing in good faith.

## Directors' Report *(contd.)*

Details of establishment of the Vigil Mechanism have been uploaded on the Company's website: [www.abcindia.com](http://www.abcindia.com) and also set out in the Corporate Governance Report attached as Annexure to this Board's Report.

### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Keeping in view the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, your Company has in place a Policy on Sexual Harassment, which provides for setting up of Internal Complaint Committee to regularly redress complaints received.

During the year under review, no complaints were reported against sexual harassment.

### **COMPANY'S WEBSITE**

The website of your Company, [www.abcindia.com](http://www.abcindia.com) has been designed to present the Company's businesses up-front on the home page. The site carries a comprehensive database of information of all the services rendered including the Financial Results of your Company, Shareholding pattern, Corporate profile, details of Board Committees, Corporate Policies and business activities of your Company. All the mandatory information and disclosures as per the requirements of the Companies Act, 2013 and Companies Rules 2014 and as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has been displayed.

### **CORPORATE GOVERNANCE**

Your Company has practiced sound Corporate Governance and takes necessary actions at appropriate times for enhancing and meeting stakeholders' expectations while continuing to comply with the mandatory provisions of Corporate Governance. Your Company has complied with the requirements of applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as issued by Securities and Exchange Board of India and as amended from time to time. Your Company has given its deliberations to provide all the information in the Directors Report and the Corporate Governance Report as per the requirements of the Companies Act, 2013 and the Listing Agreement entered by the Company with the Stock Exchanges, as a matter of prudence and good governance.

A Report on Corporate Governance along with a certificate from Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary regarding compliance of conditions of Corporate Governance and certification by CEO i.e. the Managing Director of the Company and CFO are given in "Annexure- D, E & F" to this report.

### **CODE OF CONDUCT**

The Code of Conduct for Directors, KMPs and Senior Executive of the Company is already in force and the same has been placed on the Company's website: [www.abcindia.com](http://www.abcindia.com).

All Board Members, KMPs and members of Senior Management have confirmed compliance with the code of conduct. A declaration to this effect has been signed by Mr. Ashish Agarwal, Managing Director is given as "Annexure G" to this Report.

### **MANAGEMENT DISCUSSIONS & ANALYSIS REPORT**

A report on Management Discussion & Analysis is given as "Annexure H" to this report.

### **TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).



**LISTING OF SECURITIES IN STOCK EXCHANGES**

The shares of the Company are presently listed at BSE Ltd. and The Calcutta Stock Exchange Ltd. The Company is registered with both NSDL & CDSL for holding the shares in dematerialized form and open for trading. The Company has paid Listing Fees to both the Stock Exchange and the depositories.

**CAUTIONARY NOTE**

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

**ACKNOWLEDGEMENT**

Your Directors would like to express their grateful appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities and Shareholders during the year under review. Your Directors wish to place on record their deep sense of appreciation to all the employees for their commendable teamwork, exemplary professionalism and enthusiastic contribution during the year.

For and on behalf of the Board of Directors

Place : Kolkata  
Dated : 10<sup>th</sup> August, 2017

<b>Vijay Kumar Jain</b>	<b>Anand Kumar Agarwal</b>
Director	Executive Chairman
DIN : 00491871	DIN : 00380908

## Annexure to the Directors' Report

**“Annexure-A”**

### SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2017**

To,  
The Members,  
ABC India Limited  
P-10, New C.I.T Road,  
Kolkata-700073

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ABC India Limited (hereinafter called 'the Company') bearing CIN : L63011WB1972PLC217415. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the ABC India Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017, has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by ABC India Limited ('the Company') for the financial year ended on 31<sup>st</sup> March, 2017, **to the extent Acts / provisions of the Acts applicable**, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), to the extent applicable:-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

## Annexure to the Directors' Report *(contd.)*

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) I further report that, having regards to compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis and on representation made by the Company and its officers for compliances under other applicable Acts, laws and Regulations to the Company, the Company has complied with the laws including the laws specifically applicable to the Company as given in **Annexure 1**.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with the Calcutta Stock Exchange Ltd. and BSE Limited;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

### **I further report that -**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes made in the composition of the Board has been duly complied.

The Registered office of Company was shifted from Guwahati in the state of Assam to Kolkata in the state of West Bengal w.e.f. 02.09.2016 pursuant to the order of approval of shifting of Regional Director on 10.08.2016.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period the Company has no other reportable specific events, actions having a major bearing on the Company's affairs in pursuance of the laws, regulations, guidelines, standards, etc. referred to above.

Place : Kolkata  
Date : 10<sup>th</sup> August, 2017

Name of Company : **Santosh Kumar Tibrewalla**  
*Secretary in practice*  
FCS No.: 3811  
C P No.: 3982

## Annexure to the Directors' Report *(contd.)*

### ANNEXURE - 1

List of Other applicable laws to the Company	
1.	Motor Vehicles Act, 1988
2.	The Motor Transport Workers Act, 1961
3.	Carriage by Road Act, 2007
4.	Income Tax Act, 1961
5.	Service Tax, 1994
6.	The West Bengal Value Added Tax, 2003
7.	Child Labour (Prohibition and Regulation) Act, 1986
8.	Payment of Wages Act, 1936
9.	Minimum Wages Act, 1940
10.	ESI Act, 1948
11.	W. B. Profession Tax Act, 1979
12.	Gratuity Act, 1972
13.	Bonus Act, 1965
14.	Workmen Compensation Act, 1923
15.	Contract Labour (Regulation & Abolition) Act, 1970
16.	Apprentices Act, 1961
17.	Interstate Migrant Workmen (Regulation of Employment & Condition of Services) Act, 1979
18.	Air (Prevention & Control of Pollution) Act, 1981
19.	Water (Prevention & Control of Pollution) Act, 1974
20.	Industrial Employment (Standing Order) Act, 1946
21.	Employees Provident Fund & Misc. Provisions Act, 1952
22.	West Bengal Shop & Establishment Act, 1964
23.	West Bengal Fire & Emergency Services Act, 1950
24.	Employment Exchange (Compulsory Notification of Vacancies) Act, 1959 ;
25.	Equal Remuneration Act, 1976 ;
26.	Personal Injuries Compensation Act, 1963 ;
27.	Indian Fatal Accidents Act, 1855 ;
28.	Hazardous Wastes ( Management and Handling) Rules, 1989 ;
29.	Environment Protection Act, 1986 ;
30.	Employer's Liability Act, 1938 ;
31.	Kolkata Municipal Corporation Act, 1980 ;
32.	Negotiable Instruments Act, 1881 ;
33.	Information Technology Act, 2000, etc.

## Annexure to the Directors' Report (contd.)

### ANNEXURE "B"

#### DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17 and the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 are as under :

Sl No.	Name of Director/ KMP and Designation	Remuneration of Director / KMP for financial year 2016-17 (₹ in lakhs)	% increase in Remuneration in the financial year 2016-17	Ratio of remuneration of each Director/ to median remuneration of employees
1	Mr. Anand Kumar Agarwal, Chairman	48.85	(9.37)	16:1
2	Mr. Ashish Agarwal, Managing Director	48.94	0.08	16:1
3	Mr. Sushil Kumar Pransukhka, Chief Financial Officer	34.00	(10.53)	–
4	Mr. Sanjay Agarwal, Company Secretary	17.50	(5.41)	–

#### Note:

- i) No other Director other than the Chairman and Managing Director received any remuneration other than sitting fees during the financial year 2016-17.
- ii) The median remuneration of employees of the Company during the financial year was ₹ 3 lakhs.
- iii) In the financial year, there was an increase of 3.45% in the median remuneration of employees;
- iv) There were 190 permanent employees on the rolls of Company as on March 31, 2017.
- v) Average percentage decrease made in the salaries of the employees other than the managerial personnel in the financial year 2016-17 was 20.47% whereas the decrease in the managerial remuneration for the same financial year was 4.88%.
- vi) It is hereby affirmed that the remuneration paid during the year ended 31<sup>st</sup> March, 2017 is as per the Remuneration Policy of the Company.

## Annexure to the Directors' Report (contd.)

Statement pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 :

### A. LIST OF TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN :

Sl No.	Name of Employees	Designation of the employee	Remuneration drawn during the financial year 2016-17 (₹ in lakhs)	Nature of employment, whether contractual or otherwise	Qualifications and experience	Date of commencement of employment (DD-MM-YYYY)	Age	Last employment held before joining the Company	% of equity shares held in the Company	Whether relative of any Director or Manager of the Company and if so, name of such Director or Manager
1	ASHISH AGARWAL	MANAGING DIRECTOR	48.94	Contractual	BA (Economics) (14 Years)	01-04-2005	38	Barclays Bank	1.8459	Yes-Son of Anand Kumar Agarwal
2	ANAND KUMAR AGARWAL	CHAIRMAN	48.85	Contractual	B.Com (48 Years)	01-04-1969	65	Nil	2.1016	Yes-Father of Mr.Ashish Agarwal
3	MIHIR MANI TRIPATHI	VICE PRESIDENT	36.00	Permanent	B.E.(Civil), (29 Years 2 Month)	01-02-1988	55	Nil	0.0115	No
4	SUSHIL KUMAR PRANSUKHKA	CHIEF FINANCIAL OFFICER	34.00	Contractual	CA (33 years)	13-11-2006	61	Member, ITAT	NIL	No
5	RAVEENDER KUMAR SHARMA	ASST. VICE PRESIDENT	20.00	Permanent	B.A. (32 Years 3 Months)	01-01-1985	56	Nil	0.0042	No
6	SANJAY AGARWAL	COMPANY SECRETARY	17.50	Permanent	B.Com(Hons) CS,CMA (25 Years)	01-01-2015	49	Nissin ABC Logistics Pvt. Ltd.	NIL	No
7	RAJ KISHOR AGRAWAL	GENERAL MANAGER	15.75	Permanent	B.Sc., PGDCM, (24 Years 1 Months)	01-03-1993	53	Mega Byte Academy	0.0184	No
8	KAMAL KUMAR MAKHARIA	ASST. VICE PRESIDENT	15.00	Permanent	B.Com. (34 Years)	13-03-1986	54	East India Transport Agency	0.0127	No
9	PRADEEP KUMAR PANDYA	ASST. VICE PRESIDENT	13.00	Permanent	B.E. (17 Years 6 Months)	01-12-1999	45	Rajesh Strips Limited	Nil	No
10	VENUGOPAL M V V	ASST. GENERAL MANAGER	12.00	Permanent	B.Tech (Civil) (17 years)	01-10-2015	41	Power Mech Projects	Nil	No
11	BHIBHUTI BHUSAN NAYAK	GENERAL MANAGER	11.75	Permanent	M.A, L.L.B, IRPM (25 years)	01-08-1992	49	Nil	0.0175	No
12	JAI PRAKASH SINGH	GENERAL MANAGER	11.50	Permanent	BBM, MBA (CR), (19 Years 7 Months)	16-08-1997	38	Nil	Nil	No

- B. List of employees drawing a remuneration not less than ₹ 102.00 lakh per annum or ₹ 8.50 lakh per month, if employed for part of the year :** No employee in the Company has drawn remuneration falling under this category.
- C.** There is no employee in employment throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two per cent of the equity shares of the Company.

## Annexure to the Directors' Report (contd.)

"Annexure-C"

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

### I. REGISTRATION & OTHER DETAILS:

1.	CIN	L63011WB1972PLC217415
2.	Registration Date	27/10/1972
3.	Name of the Company	ABC INDIA LIMITED
4.	Category/Sub-category of the Company	Public Company Limited by Shares
5.	Address of the Registered office & contact details	P-10, NEW C.I.T. ROAD, KOLKATA - 700073 VOICE : 033-22371745, 2461-4156, FAX – 033-2461-4193 EMAIL : <a href="mailto:vrm@abcindia.com">vrm@abcindia.com</a>
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	MCS SHARE TRANSFER AGENT LIMITED 12/1/15, MONOHARPUKUR ROAD, KOLKATA – 700026 Phone: 91-33-40724051-54, Fax: 91-33-40724050 Email: <a href="mailto:mcssta@rediffmail.com">mcssta@rediffmail.com</a>

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Transportation & contract jobs	996511	47%
2	Trading of petroleum products	999113	43%

### III. Particulars of Holding, Subsidiary and Associate Companies

Sl. No.	Name of Company	Address of Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	NIL	NA	NA	NA	NA	NA

## Annexure to the Directors' Report (contd.)

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1 <sup>st</sup> April 2016]				No. of Shares held at the end of the year [As on 31 <sup>st</sup> March 2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
(1) Indian									
a) Individual/ HUF	1740639	0	1740639	32.13	894915	0	894915	16.52	(15.61)
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	1742351	0	1742351	32.16	2593959	0	2593959	47.88	15.72
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Total shareholding of Promoter (A)</b>	<b>3482990</b>	<b>0</b>	<b>3482990</b>	<b>64.29</b>	<b>3488874</b>	<b>0</b>	<b>3488874</b>	<b>64.40</b>	<b>0.11</b>
<b>B. Public Shareholding</b>									
1. Institutions	0	0	0	0.00	0	0	0	0.00	0.00
a) Mutual Funds	0	100	100	0.00	0	100	100	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>100</b>	<b>100</b>	<b>0.00</b>	<b>0</b>	<b>100</b>	<b>100</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	460873	2763	463636	8.56	433029	2763	435792	8.04	(0.52)
i) Indian	0	0	0	0.00	0	0	0	0.00	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals	0	0	0	0.00	0	0	0	0.00	0.00
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	496362	345589	841951	15.54	460203	341267	801470	14.79	(0.75)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	528809	0	528809	9.76	552485	0	552485	10.20	(0.44)
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00



## Annexure to the Directors' Report (contd.)

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1 <sup>st</sup> April 2016]				No. of Shares held at the end of the year [As on 31 <sup>st</sup> March 2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Non Resident Individual	99746	0	99746	1.84	138511	0	138511	2.56	0.72
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	0	0	0	0.00	0	0	0	0.00	0.00
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Companies	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(2):-</b>	<b>1585790</b>	<b>348352</b>	<b>1934142</b>	<b>35.70</b>	<b>1584228</b>	<b>344030</b>	<b>1928258</b>	<b>35.60</b>	<b>(0.10)</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>1585790</b>	<b>348452</b>	<b>1934242</b>	<b>35.70</b>	<b>1584228</b>	<b>344130</b>	<b>1928358</b>	<b>35.60</b>	<b>(0.10)</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>5068780</b>	<b>348452</b>	<b>5417232</b>	<b>100.00</b>	<b>5073102</b>	<b>344130</b>	<b>5417232</b>	<b>100.00</b>	<b>0.00</b>

### ii) Shareholding of Promoter-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year as on 01/04/2016			Shareholding at the end of the year as on 31/03/2017			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Anand Kumar Agarwal	147726	2.73	0.00	113851	2.10	1.29	(0.63)
2	Nirmal Agarwal	234060	4.32	0.00	200000	3.69	3.69	(0.63)
3	Sweta Agarwal	177500	3.28	0.00	70000	1.29	0.00	(1.99)
4	Ashish Agarwal	169449	3.13	0.00	100000	1.85	0.00	(1.28)
5	Kadambari Kapoor	55000	1.02	0.00	15000	0.28	0.00	(0.74)
6	Nirmal Agarwal & Ashish Agarwal Partner of Assam Bengal Carriers	847524	15.64	10.73	281000	5.19	5.19	(10.45)
7	Anand Kumar Agarwal Karta of M/s Anand Kumar & Sons	109380	2.02	0.00	115064	2.12	1.29	0.10
8	ABC Financial Services Pvt Ltd	816857	15.08	14.77	1668465	30.80	19.94	15.72
9	Prabhudhan Investment Pvt Ltd	338625	6.25	6.18	338625	6.25	6.18	0.00
10	Bhoruka Properties Pvt Ltd	202687	3.74	2.77	202687	3.74	2.77	0.00
11	Sweta Financial Services Pvt Ltd	294442	5.44	3.69	294442	5.44	4.61	0.00
12	Prabhudhan Infrastructure Pvt Ltd	89740	1.65	1.11	89740	1.65	1.11	0.00
	<b>Total</b>	<b>3482990</b>	<b>64.30</b>	<b>39.25</b>	<b>3488874</b>	<b>64.40</b>	<b>46.07</b>	<b>0.10</b>

## Annexure to the Directors' Report (contd.)

### iii) Change in Promoters' Shareholding (please specify, if there is no change)

For each of Promoter	Shareholding at the beginning of the year as on 01/04/2016		Changes in shareholding (No. of shares)		Shareholding at the end of the year as on 31/03/2017	
	No. of Shares	% of total shares of the company	Increase	Decrease	No. of Shares	% of total shares of the company
Anand Kumar Agarwal	147726	2.73	0	33875	113851	2.10
Nirmal Agarwal	234060	4.32	0	34060	200000	3.69
Sweta Agarwal	177500	3.28	0	107500	70000	1.29
Ashish Agarwal	169449	3.13	0	69449	100000	1.85
Kadambari Kapoor	55000	1.02	0	40000	15000	0.28
Nirmal Agarwal & Ashish Agarwal Partner of Assam Bengal Carriers	847524	15.64	0	566524	281000	5.19
Anand Kumar Agarwal Karta of M/s Anand Kumar & Sons	109380	2.02	5684	0	115064	2.12
ABC Financial Services Pvt Ltd	816857	15.08	851608	0	1668465	30.80

### iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

For each of Top 10 shareholders	Shareholding at the beginning of the year as on 01/04/2016		Changes in shareholding (No. of shares)		Shareholding at the end of the year as on 31/03/2017	
	No. of Shares	% of total shares of the company	Increase	Decrease	No. of Shares	% of total shares of the company
Sanjiv Dhiresbhai Shah	174480	3.22	0	0	174480	3.22
Nirmal Hiroo Bharwani	55000	1.06	45000	0	90000	1.66
Mansoul Commercial Pvt Ltd*	0	0	86450	0	86450	1.60
Sihl Consultancy Ltd	66340	1.23	0	0	66340	1.23
Adani Properties Pvt. Ltd.	65000	1.20	0	0	65000	1.20
Anurupa Nimish Vasa	59252	1.09	0	0	59252	1.09
Kishore Kumar Patni	40673	0.75	16669	0	57342	1.06
Sanblue Corporation Ltd	40600	0.75	0	0	40600	0.75
Renu Devi Patni	50000	0.92	0	11824	38176	0.70
Shilpa Porinju Veliyath*	10926	0.20	25831	0	36757	0.68
Ayan Agarwal**	32426	0.60	0	0	32426	0.60
Stocktalks Private Ltd**	31000	0.57	0	26000	5000	0.09

\*Not in the list of Shareholders as on 01.04.2016. The same has been reflected above since the shareholders were one of the top 10 shareholders as on 31.03.2017.

\*\*Ceased to be in the list of top 10 shareholders as on 31.03.2017. The same has been reflected above since the shareholders were one of the top 10 shareholders as on 01.04.2016.

## Annexure to the Directors' Report (contd.)

### v) Shareholding of Directors and Key Managerial Personnel:

For each of Directors and Key Managerial Personnel	Shareholding at the beginning of the year as on 01/04/2016		Changes in shareholding (No. of shares)		Shareholding at the end of the year as on 31/03/2017	
	No. of Shares	% of total shares of the company	Increase	Decrease	No. of Shares	% of total shares of the company
Anand Kumar Agarwal	147726	2.73	0	33875	113851	2.10
Ashish Agarwal	169449	3.13	0	69449	100000	1.85
Vijay Kumar Jain	400	0.01	0	0	400	0.01

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness Amount (₹)
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	249254000	79499575	0	328753575
ii) Interest due but not paid	1163032	64356	0	1227388
iii) Interest accrued but not due	273750	349800	0	623550
<b>Total (i+ii+iii)</b>	<b>250690782</b>	<b>79913731</b>	<b>0</b>	<b>330604513</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	60404325	50500000	0	110904325
Reduction	64950103	46511506	0	111461609
<b>Net Change</b>	<b>(4545778)</b>	<b>3988494</b>	<b>0</b>	<b>(557284)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	244708222	83488069	0	328196291
ii) Interest due but not paid	623351	502829	0	1126180
iii) Interest accrued but not due	506568	330805	0	837373
<b>Total (i+ii+iii)</b>	<b>245838141</b>	<b>84321703</b>	<b>0</b>	<b>330159844</b>

## Annexure to the Directors' Report (contd.)

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (₹)
		Anand Kumar Agarwal	Ashish Agarwal	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4240000	4225000	8465000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	677277	680268	1357545
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0
5	Others, please specify	0	0	0
	<b>Total (A)</b>	<b>4917277</b>	<b>4905268</b>	<b>9822545</b>
	Ceiling as per the Act	Due to inadequate profit ceiling applies as per Section II of Part II of Schedule V of the Companies Act, 2013		

#### B. Remuneration to other directors

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount (₹)
		Ashoke Kumar Dutta	Debasis Sengupta	Vijay Kumar Jain	RachnaTodi	Siddharth Kapoor	
1	<b>Independent Directors</b>						
	Fee for attending board committee meetings	14000	28000	28000	28000	0	98000
	Commission	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0
	<b>Total (1)</b>	<b>14000</b>	<b>28000</b>	<b>28000</b>	<b>28000</b>	<b>0</b>	<b>98000</b>
2	<b>Other Non-Executive Directors</b>	Rajya Vardhan Kajaria	Ashok Agarwal				
	Fee for attending board committee meetings	7000	0				7000
	Commission	0	0				0
	Others, please specify	0	0				0
	<b>Total (2)</b>	<b>7000</b>	<b>0</b>				<b>7000</b>
	<b>Total (B)=(1+2)</b>						<b>105000</b>
	Ceiling as per the Act	₹ 1,00,000/- per meeting of the Board or Committee thereof.					
	Total Managerial Remuneration (A+B)						9927545
	Overall Ceiling as per the Act	Due to inadequate profit ceiling applies as per Section II of Part II of Schedule V of the Companies Act, 2013					

## Annexure to the Directors' Report (contd.)

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total Amount (₹)
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1657078	3345904	5002982
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	32400	32400	64800
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission - as % of profit others, specify...	0	0	0
5	Others, please specify	0	0	0
	<b>Total</b>	<b>1689478</b>	<b>3378304</b>	<b>5067782</b>

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. Company</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. Other Officers In Default</b>					
Penalty			NIL		
Punishment					
Compounding					

## Annexure to the Directors' Report (contd.)

"ANNEXURE –D"

### CORPORATE GOVERNANCE REPORT

**(1) Company's philosophy on Corporate Governance:**

The Company in terms of the applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges has adopted practice of Corporate Governance for ensuring and protecting the rights of its shareholders by means of transparency, integrity, accountability and checks at the different levels of the management of the Company.

**(2) Board of Directors:**

The Company has a balanced Board with diverse professionals in different fields, who primarily takes care of the business needs and stakeholders' interest.

**(a) Composition of Board**

The composition and category of Board of Directors :

Sl. No	Name of the Directors	Category
1	Mr. Anand Kumar Agarwal	Executive - Executive Chairman - Promoter
2	Mr. Ashish Agarwal	Executive - Managing Director - Promoter
3	Dr. Debasis Sengupta	Non-Executive – Independent
4	Prof. Ashoke Kumar Dutta	Non-Executive – Independent
5	Dr. Ashok Kumar Agarwal **	Non-Executive
6	Mr. Vijay Kumar Jain	Non-Executive – Independent
7	Mr. Rajya Vardhan Kajaria *	Non-Executive
8	Mr. Siddarth Kapoor	Non-Executive – Independent
9	Mrs. Rachana Todi	Non-Executive - Independent - Woman Director

\*Ceased to be a Director of the Company w.e.f. 17-12-2016

\*\* Ceased to be a Director of the Company w.e.f. 06.01.2017

The Board has carried out performance evaluation of Independent Directors and recommended to continue the term of their appointment.

**(b) Attendance of each Director at the Board meetings and the Last Annual general meeting (AGM) and also number of other Directorships/Membership of Committee of each Director in various Companies:**

Name of the Directors	Attendance Particulars		No. of other Directorships and other committee memberships/chairmanships held **		
	Board Meetings	Last AGM	Other Directorship #	Committee Memberships ##	Committee Chairmanships ##
Mr. Anand Kumar Agarwal	4	Present	2	NIL	NIL
Mr. Ashish Agarwal	4	Present	2	NIL	NIL
Dr. Debasis Sengupta	4	Present	2	1	1
Prof. Ashoke Kumar Dutta	2	Present	2	NIL	NIL
Dr. Ashok Kumar Agarwal **	1	No	4	NIL	NIL
Mr. Vijay Kumar Jain	4	Present	1	2	1
Mr. Rajya Vardhan Kajaria *	1	No	NIL	NIL	NIL
Mr. Siddarth Kapoor	4	Present	1	2	NIL
Mrs. Rachana Todi	4	No	1	1	NIL

## Annexure to the Directors' Report (contd.)

\*Ceased to be a Director of the Company w.e.f. 17.12.2016

\*\* Ceased to be a Director of the Company w.e.f. 06.01.2017

# excluding Private Companies, foreign companies and companies under Section 8 of the Companies Act, 2013

## Membership/Chairmanship of Audit Committee and Stakeholders Relationship Committee have been considered.

### (c) Number of Board meetings held and dates on which held

During the financial year ended March 31, 2017, 4 (four) Board meetings were held on May 30, 2016, August 11, 2016, November 12, 2016 and February 14, 2017. The gap between any two consecutive meetings did not exceed one hundred and twenty days in terms of Regulation 17 (2) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange.

### (d) Relationship between the Directors inter se:

Name of Director	Name of Other Director	Name of Relationship
Anand Kumar Agarwal	Ashish Agarwal	Son
Ashish Agarwal	Anand Kumar Agarwal	Father
Ashok Agarwal**	Anand Kumar Agarwal	Brother

\*\* Ceased to be a Director of the Company w.e.f. 06.01.2017

### (e) Details of Directors seeking appointment / re-appointment

The Details of Directors seeking appointment / re-appointment as required under the Listing Agreement/ applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges is given in annexure to the notice which forms part of this Report.

### (f) Shares held by Non-Executive Directors

Name of the Directors	No. of Equity shares held
Dr. Debasis Sengupta	Nil
Prof. Ashoke Kumar Dutta	Nil
Dr. Ashok Kumar Agarwal **	Nil
Mr. Vijay Kumar Jain	400
Mr. Rajya Vardhan Kajaria *	Nil
Mr. Siddarth Kapoor	Nil
Mrs. Rachana Todi	Nil

\*Ceased to be a Director of the Company w.e.f. 17.12.2016

\*\* Ceased to be a Director of the Company w.e.f. 06.01.2017

### (g) Separate Meeting of the Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Agreement/Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has facilitated holding of a separate meeting of the Independent Directors, which held on 14<sup>th</sup> February, 2017, and inter alia has reviewed :-

- the performance of non-independent Directors and the Board as a whole ;
- the performance of the Chairperson of the Company, taking into account the views of executive Directors and non-executive Directors ; and

## Annexure to the Directors' Report *(contd.)*

- iii. assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

### (3) Audit Committee :

The Audit Committee was entrusted with review of quarterly and annual financial statements before submission to the Board, review of observations of auditors and to ensure compliance of internal control systems, authority for investigation and access for full information and external professional advice for discharge of the functions delegated to the Committee by the Board. All the members of the Committee are financially literate.

The scope of the Audit Committee, inter alia includes:

- a) Review of the Company's financial reporting process, the financial statements and financial/risk management policies ;
- b) Review of the adequacy of the internal control systems and finance of the internal audit team;
- c) Discussions with the management and the external auditors, the audit plan for the financial year and joint post-audit and review of the same ;
- d) Recommendation for appointment, remuneration & terms of Appointment of Auditors, etc.

### (a) Terms of reference

The present terms of reference / scope and function of the Audit Committee are as follows:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring



## Annexure to the Directors' Report *(contd.)*

agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Examining the financial statement and the auditor's report thereon;
21. Monitoring the end use of funds raised through public offers and related matters;
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
23. To review -
  1. Management discussion and analysis of financial condition and results of operations;
  2. Statement of significant related party transactions, submitted by management;
  3. Management letters/letters of internal control weaknesses issued by the Statutory Auditors;
  4. Internal audit reports relating to internal control weaknesses, etc.
  5. Secretarial audit report relating to suspected fraud or irregularity or a failure of compliance of any legislation.

The Audit committee is empowered to investigate any activities within its terms of reference, seek information from employees, obtain outside legal or other professional advice or secure attendance of outside experts of relevant field as and when necessitated. The Audit Committee also reviews such matters as referred to it by the Board.

## Annexure to the Directors' Report *(contd.)*

### (b) Composition of the Committee

The Audit Committee comprises of three Non-executive Independent Directors, all having financial management and accounting knowledge. The members of the Audit Committee as on March 31, 2017 are;

Name of the Members	Designation	Category
Dr. Debasis Sengupta	Chairman	Non Executive Independent
Mr. Vijay Kumar Jain	Member	Non Executive Independent
Mr. Siddarth Kapoor	Member	Non Executive Independent

Mr. Sanjay Agarwal, Company Secretary, acts as the Secretary to the Audit Committee.

### (c) Meetings and Attendance

During the financial year ended March 31, 2017, 4 (four) Audit Committee meetings were held on May 30, 2016, August 11, 2016, November 12, 2016 and February 14, 2017. The attendance details of each member at the Audit Committee meetings are given below:

Name of the Members	No. of meetings Attended
Dr. Debasis Sengupta	4
Mr. Vijay Kumar Jain	4
Mr. Siddarth Kapoor	4

The Audit Committee Meetings are usually held at Company's Corporate Office and attended by members of the Committee. The Chief Financial Officer, Accounts Heads, Unit Heads and the Company's Statutory Auditors and the internal auditors are also invited in the meeting as and when required.

### (4) Nomination & Remuneration Committee

#### (a) Terms of reference

The terms of reference of the Nomination & Remuneration Committee are as follows:

- i. To identify persons who are qualified to become Directors and who may be appointed in the Senior management in accordance with the criteria laid down and to recommend to the Board their appointment, terms of appointment and/or removal;
- ii. To formulating a criteria for determining the qualification, positive attitudes, independence of a Director and evaluation of Independent Directors and the Board;
- iii. To evaluate every Directors performance;
- iv. To recommend to the Board a policy, relating to the remuneration for the Directors, key managerial persons and other employees;
- v. To ensure that the level of composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- vi. To ensure that the relationship of remuneration to performance is clear and meets the appropriate performance benchmarks;
- vii. To ensure that the remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

## Annexure to the Directors' Report (contd.)

- viii. To devise a policy on Board diversity.
- ix. To Carry out any other function as is mandated by the Board of Directors of our Company or prescribed by the Listing Agreement, as amended, from time to time ;
- x. To invite any employee or such document as it may deem fit for exercising of its functions;
- xi. To obtain such outside or professional advice as it may consider necessary to carry out its duties.

### (b) Composition of the Committee

The committee presently comprises of the following members:

Names of the Members	Designation	Category
Prof. Ashoke Kumar Dutta	Chairman	Non Executive Independent
Dr. Debasis Sengupta	Member	Non Executive Independent
Mr. Siddarth Kapoor	Member	Non Executive Independent

Mr. Sanjay Agarwal, Company Secretary, acts as the Secretary to the Nomination & Remuneration Committee.

### (c) Meetings and Attendance

During the financial year ended March 31, 2017, 2 (Two) meetings of the Committee was held on May 30, 2016 and February 14, 2017.

Name of the Members	No. of meetings Attended
Prof. Ashoke Kumar Dutta	1
Dr. Debasis Sengupta	2
Mr. Siddarth Kapoor	2

### (d) Performance evaluation criteria for Independent Directors :

The following criteria may assist in determining how effective the performances of the Independent Directors have been:

- Leadership & Managerial abilities.
- Contribution to the corporate objectives & plans.
- Communication of expectations & concerns clearly with subordinates.
- Obtaining adequate, relevant & timely information from external sources.
- Review & approval of strategic & operational plans of the Company, its objectives and budgets.
- Regular monitoring of corporate results against projection.
- Identification, monitoring & mitigation of significant corporate risks.
- Assessment of policies, structures & procedures followed in the Company and their significant contribution to the same.
- Direct, monitor & evaluate KMPs, senior officials.
- Regularity in attending meetings of the Company and inputs therein.
- Review & Maintenance of corporation's ethical conduct.
- Ability to work effectively with rest of the Board of Directors.
- Commitment to the promotion of equal opportunities, health and safety in the workplace.

## Annexure to the Directors' Report (contd.)

### (5) Managerial Remuneration:

#### (a) Remuneration Policy /Criteria

- i. **Executive Directors** : The Company follows the policy to fix remuneration of Managing Director & Whole Time Directors by taking into account the financial position of the Company, trend in the Industry, qualification, experience, past performance and past remuneration of the respective Directors in the manner to strike a balance between the interest of the Company and the Shareholders.
- ii. **Non-Executive Directors** : The Non-executive Directors (including Independent Directors) are paid sitting fees on uniform basis.
- iii. **KMPs & Senior Management Personnel** : The moto of determining policy for payment of remuneration to the KMPs and Senior Management Personnel are to motivate and retain them for longer term for the better perspective and growth of the Company. The criteria also oversees the industry trend, quality and experience of the personnel. These factors not only contributes to the Company but makes their job satisfaction.

#### (b) Sitting Fees :

Presently, the Non Executive Directors are paid sitting fees for attending the meetings of the Board and the same is within the limits prescribed under the Companies Act, 2013.

#### Remuneration to Directors

The Statement of the remuneration paid/payable to the Managing / Wholetime Directors/ Executive Directors and Sitting fees paid /payable to the Non-Executive Directors is given below :

(Amount in ₹)

Name of the Directors	Remuneration paid / payable for 2016-17				Service Contract	
	Salary (₹)	Benefits (₹)	Sitting Fees (₹)	Total Remuneration (₹)	Period	Effective from
Mr. Anand Kumar Agarwal	4200000	684877	–	4884877	3 Years	01.09.2014
Mr. Ashish Agarwal	4200000	694468	–	4894468	3 Years	01.08.2014
Dr. Debasis Sengupta	–	–	28000	28000	–	–
Prof. Ashoke Kumar Dutta	–	–	14000	14000	–	–
Dr. Ashok Kumar Agarwal **	–	–	-	–	–	–
Mr. Vijay Kumar Jain	–	–	28000	28000	–	–
Mr. Rajya Vardhan Kajaria *	–	–	7000	7000	–	–
Mr. Siddarth Kapoor	–	–	-	–	–	–
Mrs. Rachana Todi	–	–	28000	28000	–	–

\*Ceased to be a Director of the Company w.e.f. 17.12.2016

\*\* Ceased to be a Director of the Company w.e.f. 06.01.2017

Note :

- 1) The appointment/ agreement of the Chairman and the Managing Director can be terminated by giving three months notice by either party.
- 2) Dr. Ashok Kumar Agarwal and Mr. Siddarth Kapoor have voluntarily decided to waive the sitting fees for the F.Y. 2016-17.

## Annexure to the Directors' Report (contd.)

### (6) Stakeholders Relationship Committee:

#### Composition of the Committee

The Committee comprises of three Non-Executive Independent Directors. The members of the Stakeholders' Relationship Committee are;

Names of the Members	Designation	Category
Mr. Vijay Kumar Jain	Chairman	Non Executive Independent
Mr. Siddarth Kapoor	Member	Non Executive Independent
Mrs. RachanaTodi	Member	Non Executive Independent

Mr. Sanjay Agarwal, the Company Secretary of the company, is the compliance officer of the Committee.

The Committee oversees the transfer and transmission of shares, issue of duplicate share certificates, approving of split and consolidation requests, disposal of all complains / grievances of shareholders like non-transfer of Shares, non-receipt of Annual Report, non-receipt of Dividends, dematerialization & re-materialization of Shares, etc.

No request for Share transfer remains pending for registration for more than 15 days and no complaint is pending as on 31<sup>st</sup> March, 2017.

#### Meetings and Attendance

During the financial year ended March 31, 2017, 9 (Nine) Stakeholders' Relationship Committee meeting was held on April 9, 2016, April 29, 2016, May 30, 2016, July 11, 2016, July 25, 2016, August 11, 2016, September 10, 2016, November 12, 2016 & February 14, 2017. The attendance details of each member at the Stakeholders' Relationship Committee meeting are given below:

Name of the Members	No. of meetings Attended
Mr. Vijay Kumar Jain	9
Mr. Siddarth Kapoor	9
Mrs. Rachana Todi	9

#### Shareholders' Complaints

The numbers of shareholders'/ investors' complaints received, resolved/ replied and pending during the year under review are as under :

Nature of complaints	Received	Resolved/ Replied	Pending
Non-receipt of share certificates	1	1	Nil
Non-receipt of dividend	NIL	NIL	Nil
Non-receipt of annual reports	Nil	Nil	Nil
Others	1	NIL	1
<b>Total</b>	<b>2</b>	<b>1</b>	<b>1*</b>

\*Since Resolved

## Annexure to the Directors' Report (contd.)

### (7) General Body Meetings:

(a) Date, Time and Location where last three Annual General Meeting held:

Nature of the General Meeting	Date & Time	Venue	If Special Resolution(s) Passed
Annual General Meeting F.Y.2015-16	16 <sup>th</sup> December, 2016 11:00AM	Bharatiya Bhasha Parishad, Kolkata, West Bengal	No
Annual General Meeting F.Y.2014-15	28 <sup>th</sup> September, 2015 1:00PM	Hotel Nakshatra, Guwahati, Assam	No
Annual General Meeting F.Y.2013-14	25 <sup>th</sup> September, 2014 1:00PM	Hotel Nakshatra, Guwahati, Assam	Yes

(b) Three Special Resolutions were passed in the Annual General Meeting held for the F.Y.2013-14.

(c) One Special Resolution was passed through Postal Ballot results of which was declared on 04.04.2016 for Shifting of Registered Office from Guwahati in the state of Assam to Kolkata in the state of West Bengal.

(d) No special resolution proposed to be transacted at the ensuing Annual General Meeting is required to be passed by Postal Ballot in terms of Section 110 of the Companies Act, 2013 and Rules made thereunder.

### (8) Means of Communication :

Un-audited financial results on quarterly basis and limited review by the Auditors in the prescribed format are taken on record by the Board of Director at its meeting within the prescribed time of the close of every quarter and the same are furnished to the stock Exchange where the Company's shares are listed. The results are also published within 48 hours in the Newspapers. The quarterly un-audited financial results are published in the Business Standard in English and in Amar Asom in Assamese language/ Ei Somoy or Aajkaal in Bengali language. The financial results are also displayed on the Website of the Company, [www.abcindia.com](http://www.abcindia.com). The Company's website display official news releases as and when occurred. The Company has not made any presentations to institutional investors or to the analysts.

### (9) General Information for Shareholders :

#### (a) Annual General Meeting (Date, Time & Venue)

Wednesday, the 20<sup>th</sup> day of September, 2017 at 03:00 P.M.

Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4<sup>th</sup> Floor, Kolkata – 700017.

#### (b) Financial Year : 1<sup>st</sup> April to 31<sup>st</sup> March

Financial Calendar (2017-18) (tentative)

Financial Reporting and Limited Review Report

Quarter ending June 30, 2017 : 2<sup>nd</sup> week of September, 2017

Quarter/Half year ending September 30, 2017 : 2<sup>nd</sup> week of December, 2017

Quarter ending December 31, 2017 : 2<sup>nd</sup> week of February, 2018

Quarter/Year ending March 31, 2018 : 2<sup>nd</sup> week of May, 2018

#### (c) Dividend payment

The Board have not recommended any Dividend on Equity Shares for the financial year ended on 31<sup>st</sup> March, 2017.

#### (d) Date of Book closure

Thursday, 14<sup>th</sup> September, 2017 to Wednesday, 20<sup>th</sup> September, 2017 (both days inclusive)

## Annexure to the Directors' Report (contd.)

### (e) Listing Details

The Shares of your Company are listed on the BSE Limited at P. J. Towers, Dalal Street, Mumbai-400001 and Calcutta Stock Exchange Association Ltd. at 7, Lyons Range, Kolkata-700001.

The Scrip code of the shares of the Company at BSE is 520123 and CSE is 10011146.

Demat ISIN number for NSDL and CDSL is INE 125D01011.

Listing fees for the FY 2016-17 have been paid to both the above Stock Exchanges.

### (f) Stock Market Price Data

Monthly High/Low price during the last Financial Year at BSE Limited depicting liquidity of the Equity Shares is given hereunder:

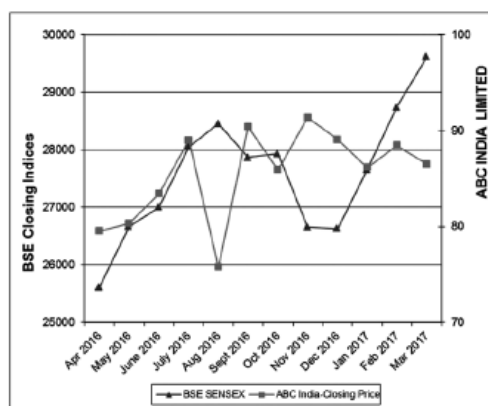
Month	Bombay Stock Exchange (BSE)		
	Month's High Price	Month's Low Price	Volume
April, 2016	85.30	77.15	4297
May, 2016	88.65	77.20	72781
June, 2016	85.50	76.20	4935
July, 2016	90.05	78.20	39068
Aug, 2016	94.00	75.65	40182
Sept, 2016	96.50	70.00	42396
Oct, 2016	99.90	80.15	28064
Nov, 2016	114.80	82.05	68144
Dec, 2016	100.00	81.00	48446
Jan, 2017	98.00	80.00	11847
Feb, 2017	95.85	82.50	191834
Mar, 2017	98.70	77.80	748835

There was no trading in the Calcutta Stock Exchange due to non-functional of its trading platform.

## Annexure to the Directors' Report (contd.)

- (g) Share price performance in comparison to broad based indices BSE SENSEX for the financial year 2016-17.

Month	BSE SENSEX (Closing)	Monthly Closing Price
April, 2016	25606.62	79.50
May, 2016	26667.96	80.30
June, 2016	26999.72	83.40
July, 2016	28051.86	89.00
Aug ,2016	28452.17	75.75
Sept ,2016	27865.96	85.80
Oct ,2016	27930.21	84.00
Nov, 2016	26652.81	91.35
Dec, 2016	26626.46	89.05
Jan, 2017	27655.96	86.15
Feb, 2017	28743.32	88.45
Mar, 2017	29620.50	86.50



- (h) **Registrar and Transfer Agent** : MCS Share Transfer Agent Ltd.  
 12/1/5, Manoharpukur Road, Kolkata-700 026  
 Tel : 033 40724051-54  
 Fax: 033 40724050; E-mail: mcssta@rediffmail.com

(i) **Share Transfer System**

Share Transfer System is entrusted to the Registrar and Share Transfer Agents. The Stakeholders Relationship Committee is empowered to approve the Share Transfers. The Share Transfer, transmission of Shares, Issue of duplicate certificate, etc. is endorsed by Directors/Executives/ Officers as may be authorised by the Committee. The Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited process the share transfers and after completion of all required formalities, return the shares in the normal course within 15 days from the date of receipt, if the documents are valid and complete in all respects.



## Annexure to the Directors' Report (contd.)

### (j) Distribution of Shareholding as on 31<sup>st</sup> March, 2017

No. of Equity Shares held	No. of shareholders	% of shareholders	No. of Shares held	% of Shareholding
1 – 500	4126	93.52	500482	9.24
501- 1000	125	2.83	98526	1.82
1001- 2000	68	1.54	102801	1.90
2001- 3000	23	0.52	58394	1.08
3001- 4000	12	0.27	43029	0.79
4001- 5000	7	0.16	33981	0.63
5001- 10000	9	0.20	66607	1.23
10001-50000	22	0.50	440549	8.13
50001-100000	9	0.21	684124	12.63
100001& Above	11	0.25	3388739	62.55
<b>Total</b>	<b>4412</b>	<b>100.00</b>	<b>5417232</b>	<b>100.00</b>

### (k) Shareholding Pattern as on 31<sup>st</sup> March, 2017

Category	No. of Shares held	% of Shareholding
Promoter & Promoter Group (Indian)	3488874	64.40
Promoter & Promoter Group (Foreign)	0	0.00
Banks/Financial Institutions/Mutual Funds	100	0.00
Body Corporates	435792	8.04
Resident Individuals	1353955	25.00
Trusts	0	0.00
NRIs	138511	2.56
<b>Total</b>	<b>5417232</b>	<b>100.00</b>

### (l) Dematerialization of Shares : ISIN : INE 125D01011

5073102 equity shares of the Company are held in Dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) representing 93.65% of the paid-up share Capital of the Company as on 31<sup>st</sup> March, 2017.

### (m) Outstanding Instruments :

The Company has not issued any GDRs/ADRs/ Warrants or any convertible instruments. As such there is no impact on Equity Shares of the Company.

### (n) Commodity Price Risk/Foreign Exchange Risk and Hedging activities : Not applicable to the Company as Company is not associated with hedging activities.

### (o) Plant Location :

The Company is not a manufacturing unit and does not have any plant. However, the offices of the Company are located in almost all main cities of India.

### (p) Address for correspondence : 40/8, Ballygunge Circular Road, Kolkata-700019 Phone: 033-24614156/24614157 Email: vrmd@abcindia.com

## Annexure to the Directors' Report (contd.)

### (11) Other Disclosures

- a. **Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.**

All transactions entered with related parties during the FY 2016-17 are on arm's length basis and were in the ordinary course of business and hence not falling under the provisions of Section 188 of the Companies Act, 2013. There have been no materially significant related party transactions with the Company's Promoters, Directors and others as defined in section 2(76) of the Companies Act, 2013, and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 which may have potential conflict with the interest of the Company at large.

Transactions with related parties are disclosed in Note No.29.11 to notes to the accounts in the Annual Report.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website: [www.abcindia.com](http://www.abcindia.com)

- b. **Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or Securities and Exchange Board of India or any Statutory Authority, on any matter related to the capital markets, during the last three years.**

The Company has complied with various rules and regulations prescribed by the Stock Exchange, Securities and Exchange Board of India or any other Statutory Authority related to the capital markets during last three years.

No penalty or strictures have been imposed on the Company by any of the aforesaid authorities during the last three years.

- c. **Vigil Mechanism/Whistle Blower Policy :**

The Whistle Blower policy of the Company is in place and the Company not denied access to Audit Committee by any personnel of the Company.

- d. **Details of compliance with mandatory requirements and adoption of non-mandatory requirements of the Corporate Governance :**

The Company has complied with all the applicable mandatory requirements of the applicable Regulations of SEBI (LODR) Regulations, 2015 and has adopted the following non-mandatory requirements of the aforesaid clause :-

**Reporting of Internal Auditor :** The Internal Auditors report directly to the Audit Committee.

The Company has taken cognizance of other non-mandatory requirements as set out in applicable Regulations of SEBI (LODR) Regulations, 2015 and shall consider adopting the same at an appropriate time.

- e. **Policy for determining 'material' subsidiaries:**

The Company does not have any material non-listed Indian Subsidiary as defined in Regulation 24 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- f. **Web link where policy on dealing with related party transactions :**

Policy on dealing with related party transaction is displayed at the website of the Company [www.abcindia.com](http://www.abcindia.com)

## Annexure to the Directors' Report *(contd.)*

**g. Disclosures of commodity price risks and commodity hedging activities:**

The Company is not associated with hedging activities.

**h. Accounting Treatment in preparation of financial statement:**

The Company has followed the guidelines of accounting standards as prescribed by the Institute of Chartered Accountants of India in preparation of financial statement.

**i. Risk Management :**

The Company has identified risk involved in respect to its products, quality, cost, location and finance. It has also adopted the procedures / policies to minimize the risk and the same are reviewed and revised as per the needs to minimize and control the risk.

**j. CEO / CFO certification:**

The CEO i.e. the Managing Director of the Company and CFO certification as required under Regulation 17(8) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto which forms part of this report.

**k. Management Discussion and Analysis Report:**

The Management Discussion and Analysis Report as required under Regulation 26 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto which forms part of this report.

**(12) Disclosure of Non-Compliance of any requirement of Corporate Governance Report of sub-paras (2) to (11) above, with reasons thereof:**

There is no non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (11) above, thus no explanations need to be given.

**(13) Disclosure of the extent to which the discretionary requirements as specified In Part E of Schedule II have been adopted**

- a. Office to Executive Chairperson: There is no need to maintain separate office by Chairperson of the Company since it has already provided office to the Chairperson at the Corporate Office of the Company.
- b. Your Company is also under process of updating its system for sending a half-yearly declaration of financial performance including summary of the significant events in last six months to each household of shareholders.
- c. The financial statement of your Company is continued to be with unmodified audit opinion.
- d. Separate posts of Chairperson and Managing Director: The Company has already appointed separate persons as Chairperson and the Managing Director. Presently Mr. Anand Kumar Agarwal is the Chairperson of the Company and Mr. Ashish Agarwal is the Managing Director of the Company.
- e. The Internal Auditors report directly to the Audit Committee.

**(14) Code of Conduct :**

The Company has framed Code of Conduct for all the Board Members, Key Managerial Personnel and other Senior Executives of the Company who have affirmed compliance with the same as on 31<sup>st</sup> March, 2017. Duties of the Independent Directors have suitably been incorporated in the code. The Code is displayed on the Company's website: [www.abcindia.com](http://www.abcindia.com). A declaration signed by the Managing Director is annexed as Annexure "G".

## Annexure to the Directors' Report (contd.)

In pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 1992 (as amended), the Board has approved the 'Code of Conduct for prevention of Insider Trading' and entrusted the Audit Committee to monitor the compliance of the code. The Board at its meeting held on 26<sup>th</sup> May, 2015 has approved and adopted the SEBI (Prohibition of Insider Trading) Regulations, 2015 relating to the code of practices and procedure for fair disclosure of Unpublished Price Sensitive Information and formulated the code of conduct of the Company.

### (15) Whistle Blower (Vigil Mechanism) Policy :

As per the requirements of the Companies Act, 2013 and the applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had established a mechanism for employees to report concerns for unethical behavior, actual or suspected fraud, or violation of the code of conduct or ethics. It also provides for adequate safeguards against the victimization of employees who avail the said mechanism. This policy also allows the direct access to the Chairperson of the Audit Committee. The Audit Committee is committed to ensure the flawless work environment by providing a platform to report any suspected or confirmed incident of fraud/ misconduct.

### (16) Securities and Exchange Board of India ('SEBI') Complaints Redress System ("SCORES") :

As per the SEBI directive, the investors desirous of making complaints pertaining to the listed Companies has to be made electronically and sent through SCORES and the Companies or their appointed Registrar & Share Transfer Agent (R&TA/ STA) are required to view the pending complaints and submit 'Action Taken Report' ('ATRs') along with necessary documents electronically in SCORES. Further, there is no need to file any physical ATRs with SEBI. The Company is already registered under SCORES to efficiently and effectively redress the investors/shareholders complaints in time.

### (17) Disclosures of the Compliance with Corporate Governance Requirements Specified In Regulation 17 to 27 and Clauses (B) To (I) of Sub – Regulation (2) of Regulation (46)

The Company has complied with the requirements of aforesaid Regulations.

#### Mandatory / Non-mandatory provisions of the Corporate Governance

The Company has complied with all the applicable mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has complied with the following non-mandatory requirements of the aforesaid clause :-

Reporting of Internal Auditor: The Internal Auditors report directly to the Audit Committee.

The Company has taken cognizance of other non-mandatory requirements as set out in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall consider adopting the same at an appropriate time.

For and on behalf of the Board of Directors

**Vijay Kumar Jain**

*Director*

DIN:00491871

**Anand Kumar Agarwal**

*Executive Chairman*

DIN : 00380908

Place : Kolkata

Dated : 10<sup>th</sup> August, 2017

## Annexure to the Directors' Report *(contd.)*

### "ANNEXURE –E"

#### **CERTIFICATE OF COMPLIANCE OF CORPORATE GOVERNANCE AS REQUIRED UNDER REGULATION 34(3) READ WITH SCHEDULE V OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To The Members of  
**M/S. ABC INDIA LIMITED**

I have examined the Compliance of Corporate Governance of M/s. ABC India Limited for the Financial year 2016-17, as stipulated under the applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement entered into by the said Company with the Stock Exchange.

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

In my opinion and to the best of my information and according to the explanation given to me, I certify that the Company has generally complied with the condition of Corporate Governance as stipulated under the applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I 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.

**(SANTOSH KUMAR TIBREWALLA)**

*Practising Company Secretary*

Membership No. : 3811

Certificate of Practice No. : 3982.

Place: Kolkata

Date : 10<sup>th</sup> August, 2017

## Annexure to the Directors' Report *(contd.)*

"ANNEXURE –F"

### **Certification by Managing Director-Chief Executive officer (CEO) and Chief Financial Officer (CFO) of the Company**

**The Board of Directors,**  
M/S. ABC India Limited

Dear Sirs,

#### **Sub: Certification by Managing Director (CEO) and CFO of the Company**

In terms of Regulation- 17(8) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we, Ashish Agarwal, Managing Director (CEO) and Sushil Kumar Pransukhka, Chief Financial Officer (CFO), certify that :

1. We have reviewed financial statements and the cash flow statements for the financial year 2016-17 (hereinafter referred to as 'Year') and to the best of our knowledge and belief –
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading ;
  - ii) These statement together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls which we are aware and we have taken and propose to take requisite steps to rectify the deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
  - i) significant changes in internal control over financial reporting during the year ;
  - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements ; and
  - iii) that we have not come across any instances of significant fraud and the involvement therein of the management or an employee having significant role in the Company's internal control system over financial reporting.

For ABC India Limited

Place :Kolkata  
Date : 10<sup>th</sup> August, 2017

**Ashish Agarwal**  
*Managing Director(CEO)*  
DIN: 00351824

**Sushil Kumar Pransukhka**  
*Chief Financial Officer*

## Annexure to the Directors' Report *(contd.)*

**"ANNEXURE-G"**

### **Declaration for Compliance with the Code of Conduct of the Company as per Regulation 26(3) read with Schedule V of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

I, Ashish Agarwal, Managing Director of M/s. ABC India Limited declare that as of 31<sup>st</sup> March, 2017 all the Board members and senior management personnel have affirmed compliance with the Code of Conduct of the Company.

For **ABC India Limited**

**Ashish Agarwal**  
*Managing Director(CEO)*  
DIN: 00351824

Place :Kolkata  
Date : 10<sup>th</sup> August, 2017

## Annexure to the Directors' Report (contd.)

Annexure-“H”

### Management Discussion & Analysis

#### Industry structure and development

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

#### Opportunities and Threats

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

#### Segment-wise or product-wise performance

The Company has three primary business segments namely, Freight & Services, Petrol Pump & Construction. Out of the total earnings for these three segments amounting to ₹ 13,143 Lakhs, the Freight & Services Segment's earning was ₹ 6,363 Lakhs, Petrol Pump Segment's share was ₹ 5,587 Lakhs and the Construction Segment's share was ₹ 1,193 Lakhs.

#### Outlook

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

With the introduction of GST, the revenue in the first half of the current financial year would be in stress and with the stabilization of the taxation procedure and wider acceptability, we are hopeful to recover the pace in business volume.

Besides, to improve the profitability, the Company has reduced its work force by almost 20% and other cost reduction measures are underway to sustain in the business.

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

#### Risks and concerns

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



## Annexure to the Directors' Report *(contd.)*

### **Internal control system and their adequacy**

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

### **Discussion on financial performance with respect to operational performance**

The Company's total earnings including other income for the year amounting to ₹ 13,198 Lakhs as compared with previous year's total earnings of ₹ 13,419 Lakhs. For the year the loss before exceptional items, finance cost, depreciation & amortization expenses and taxation is ₹ 1,155 Lakhs. Finance cost for the year amounted to ₹ 450 Lakhs, Depreciation & Amortisation expenses amounted to ₹ 274 Lakhs. The Loss after taxation for the year is ₹ 1,652 Lakhs.

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

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

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

The Company had 190 permanent employees at the end of the year. As in the past, the industrial relations continued to remain cordial at all the locations of the Company.

## Independent auditors' report

To the Members of  
**ABC India Limited**

### Report on the Financial Statements

We have audited the accompanying financial statements of **ABC India Limited ("the Company")**, which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### 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 March 31, 2017;
- (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date;
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

## Independent auditors' report

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in Paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and 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 and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
  - (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 and with the returns received from the branches not visited by us.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - (g) With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note 29.1 to the financial statements.
    - ii) The Company did not have any Long term Contracts including derivative contracts for which there were any material foreseeable losses.
    - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.
    - iv) The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Company.

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

**(M. Agarwal)**  
 Partner

Place : Kolkata  
 Date : 25<sup>th</sup> May, 2017

Membership No. 052474

## Annexure to Independent auditors' report

### ANNEXURE A

(Referred to in paragraph 1 on 'Report on other Legal and Regulatory Requirements' in our report of even date on Balance Sheet as at March 31, 2017 and Statement of Profit and Loss for the year ended on that date.)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, all the title deeds of immovable properties are held in the name of the company.
- (ii) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) The Company has not granted any secured/unsecured loan to Companies, Firms or other parties covered in the register maintained under section 189 of the Companies Act 2013. Therefore, the provisions of sub clause (a) (b) and (c) to clause 3 (iii) of Companies (Auditors' Report) Order 2016 are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public. Therefore, the provisions of clause 3 (v) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.
- (vi) Maintenance of cost records has been prescribed by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 and the company has accordingly appointed cost auditor for the same.
- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues applicable to it with the appropriate authorities. No undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2017 for a period of more than six months from the date they became payable.
  - (b) According to the information and explanations given to us, and on the basis of our examination there are no material disputed dues on account of Sales Tax, Service Tax, Custom Duty, Excise duty, Value Added Tax, and any other statutory dues that have not been deposited with appropriate authorities on account of any dispute.

However, according to the information and explanations given to us, the following dues of Income Tax have not been deposited by the Company on account of disputes:

<i>Period to which the amount relates</i>	<i>Amount (₹)</i>	<i>Forum where dispute is pending</i>
2011-12	7,28,300.00	Before Assessing Officer
2013-14	1,41,33,440.00	Commissioner of Income Tax (Appeals)-4

- (viii) In our opinion and as per information and explanations given to us, the Company has not defaulted in repayment of dues to bank and financial institutions and it has not taken any loan from Government and debenture holders.

**Annexure to Independent** auditors' report *(Contd.)*

- (ix) In our opinion and according to the information and explanations given to us, the money raised through term loans were applied for the purposes for which they were raised. The Company has not raised any money through initial public offer or further public offering including debt instruments.
- (x) In our opinion and according to the information and explanations given to us, no significant fraud by the Company and on the Company by the officers or employees was noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid or provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Hence, the provisions of clause 3(xii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and 188 of the Act where applicable and proper disclosures have been made in the Financial statements as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3(xiv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with the director. Accordingly, the provisions of clause 3 (xiv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.
- (xvi) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and hence the provisions of clause 3 (xvi) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

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

**(M. Agarwal)**  
Partner

Place : Kolkata  
Date : 25<sup>th</sup> May, 2017

Membership No. 052474

## Annexure to Independent auditors' report (Contd.)

### ANNEXURE B

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of ABC India Limited ("the Company") as of 31st March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company;

## Annexure to Independent auditors' report (Contd.)

and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has generally, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were reasonably operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**(M. Agarwal)**  
Partner

Membership No. 052474

Place : Kolkata  
Date : 25<sup>th</sup> May, 2017

**Balance Sheet** as at March 31, 2017

(Amount in ₹)

PARTICULARS	Note No	As at March 31, 2017	As at March 31, 2016
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	5,41,23,320	5,41,23,320
Reserves and Surplus	3	21,79,59,816	41,41,27,705
<b>Non-Current Liabilities</b>			
Long-term borrowings	4	11,56,16,072	15,18,79,176
Deferred tax liabilities		2,06,47,458	3,35,38,468
Long-term provisions	5	73,43,237	56,77,205
<b>Current Liabilities</b>			
Short-term borrowings	6	15,28,06,947	13,71,58,067
<b>Trade Payables :</b>			
A) Total outstanding dues of micro enterprises and small enterprises	7	–	–
B) Total outstanding dues of creditors other than micro enterprises and small enterprises		6,51,48,912	5,47,32,057
Other current liabilities	8	14,49,67,946	10,52,26,695
Short-term provisions	9	59,33,856	86,69,027
<b>Total</b>		<b>78,45,47,564</b>	<b>96,51,31,721</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant & Equipment	10A	22,27,54,223	26,68,77,988
Intangible assets	10B	–	–
Non-current investments	11	75,60,800	10,50,000
Long term loans and advances	12	46,94,892	97,41,892
Other non-current assets	13	1,80,73,000	1,80,73,000
<b>Current assets</b>			
Current Investments	14	(17,95,354)	(11,25,049)
Inventories	15	67,46,392	50,50,276
Trade receivables	16	35,67,10,943	46,74,82,819
Cash and bank balances	17	3,32,47,956	2,99,54,611
Short-term loans and advances	18	13,65,54,712	16,80,26,184
<b>Total</b>		<b>78,45,47,564</b>	<b>96,51,31,721</b>

Significant Accounting Policies 1

Other Notes on Financial Statements 29

As per our Report of even date attached

For **AGARWAL KEJRIWAL & CO.**

Chartered Accountants

Firm Reg. No. 316112E

**(M. AGARWAL)**

Partner

Membership No. 052474

Place: Kolkata

Dated: 25<sup>th</sup> May, 2017**(ANAND KUMAR AGARWAL)**

Chairman

**(V. K. JAIN)**

Director

**(ASHISH AGARWAL)**

Managing Director

**(S. K. PRANSUKHKA)**

Chief Financial Officer

**(SANJAY AGARWAL)**

Company Secretary



## Statement of Profit and Loss for the year ended March 31, 2017

(Amount in ₹)

PARTICULARS	Note No	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>INCOME:</b>			
Revenue from operations	19	1,31,42,77,806	1,33,41,75,395
Other Income	20	55,23,592	77,55,485
<b>Total Revenue</b>		<b>1,31,98,01,398</b>	<b>1,34,19,30,880</b>
<b>Expenses:</b>			
Purchase of Stock-in-Trade		54,11,84,331	47,13,75,804
Expenditure relating to transportation & services		43,84,74,399	52,40,67,843
Cost of Construction	21	8,87,16,482	7,50,82,496
Petrol Pump running expenses	22	1,28,91,145	1,20,99,061
Changes in inventories of Stock-in-Trade	23	6,42,574	(35,45,839)
Employee benefits expense	24	9,86,46,364	11,27,99,051
Other expenses	25	25,47,36,672	14,26,08,741
<b>Total Expenses</b>		<b>1,43,52,91,967</b>	<b>1,33,44,87,157</b>
<b>Profit / (Loss) before exceptional items, interest, depreciation and amortization</b>		<b>(11,54,90,569)</b>	<b>74,43,723</b>
Interest and Other Finance cost	26	4,49,77,641	5,24,76,751
Depreciation and amortisation expense	27	2,73,70,529	4,56,97,575
		<b>7,23,48,170</b>	<b>9,81,74,326</b>
<b>Profit/(Loss) before exceptional items and Tax</b>		<b>(18,78,38,739)</b>	<b>(9,07,30,603)</b>
Exceptional items	28	97,89,179	6,07,96,283
<b>Profit/(Loss) before tax</b>		<b>(17,80,49,560)</b>	<b>(2,99,34,320)</b>
<b>Tax expense:</b>			
Current tax		–	35,00,000
Less : Mat Credit Entitlement		–	–
Net Current Tax		–	<b>35,00,000</b>
Deferred tax		(1,28,91,010)	(57,16,941)
<b>Profit/(Loss) for the year</b>		<b>(16,51,58,550)</b>	<b>(2,77,17,379)</b>
<b>Earning per equity share [Nominal Value ₹ 10/- each]</b>			
Weighted Average Number of Ordinary Shares		54,17,232	54,17,232
Basic and Diluted		<b>(30.38)</b>	<b>(4.38)</b>

Significant Accounting Policies

1

Other Notes on Financial Statements

29

As per our Report of even date attached

For **AGARWAL KEJRIWAL & CO.****(ANAND KUMAR AGARWAL)****(V. K. JAIN)**

Chartered Accountants

Chairman

Director

Firm Reg. No. 316112E

**(M. AGARWAL)****(ASHISH AGARWAL)****(S. K. PRANSUKHKA)**

Partner

Managing Director

Chief Financial Officer

Membership No. 052474

Place: Kolkata

**(SANJAY AGARWAL)**Dated: 25<sup>th</sup> May, 2017

Company Secretary

## Cash Flow Statement for the year ended March 31, 2017

(Amount in ₹)

PARTICULARS	For the year ended 31st March, 2017	For the year ended 31st March, 2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit before tax	(17,80,49,560)	(2,99,34,320)
<b>Adjusted for :</b>		
Prior period expenditure	–	–
Net profit before tax and Extra-ordinary items	<b>(17,80,49,560)</b>	<b>(2,99,34,320)</b>
<b>Adjusted for :</b>		
Depreciation	2,73,70,529	4,56,97,575
Transfer from Surplus Plan Fund	16,66,032	29,92,595
Interest Received	(37,65,903)	(13,64,048)
Interest paid	4,35,03,386	4,95,47,439
Leave Encashment	(7,35,171)	(1,74,261)
(Profit)/Loss on sale/ theft of fixed asset	(97,89,179)	(5,61,51,775)
(Profit)/loss on sale of property rights	–	(46,44,508)
(Profit)/Loss from Partnership firm	(7,25,313)	(11,325)
Dividend Received	(55,000)	(27,500)
	<b>5,74,69,381</b>	<b>3,58,64,192</b>
<b>Operating profit before working capital changes</b>	(12,05,80,179)	59,29,872
<b>Adjusted for Increase/Decrease in :</b>		
Trade and other receivable	11,07,71,877	2,90,30,355
Loans advances and deposits	3,45,18,473	(3,18,21,931)
Inventories	(16,96,115)	10,05,800
Trade Payable & Other Liabilities	5,01,58,108	(82,79,372)
Bank Balances	18,99,325	28,09,664
	<b>19,56,51,668</b>	<b>(72,55,485)</b>
Cash generated from operation	7,50,71,489	(13,25,612)
Direct taxes paid	5,61,919	–
Cash flow before extra ordinary items	<b>7,56,33,408</b>	<b>(13,25,612)</b>
Net prior period adjustment	–	–
Net cash from operating activities	<b>7,56,33,408</b>	<b>(13,25,612)</b>

**Cash Flow Statement** for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

PARTICULARS	For the year ended 31st March, 2017	For the year ended 31st March, 2016
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchases of fixed assets	(1,95,73,850)	(1,73,53,482)
Investment in Shares	(65,10,800)	–
Sale of Fixed Assets	1,45,45,000	11,61,45,000
Sale of Property Rights	–	1,35,00,000
Capital (Deposit) / Withdrawn from Partnership firm	13,95,618	1,04,57,730
Interest Received	37,65,903	13,64,048
Dividend Received	55,000	27,500
Net cash used in Investing activities	<b>(63,23,129)</b>	<b>12,41,40,796</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from borrowing (Net)	(2,06,14,224)	(7,92,69,329)
Interest paid	(4,35,03,386)	(4,95,47,439)
Dividend Paid	–	(9,20,659)
Net cash used in activities	<b>(6,41,17,610)</b>	<b>(12,97,37,427)</b>
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	51,92,669	(69,22,244)
Cash and Cash Equivalents (Opening Balance) (Refer Note – 17)	1,43,74,581	2,12,96,826
Cash and Cash Equivalents (Closing Balance) (Refer Note – 17)	<b>1,95,67,250</b>	<b>1,43,74,581</b>

**Note:**

- The above cash flow has been prepared under the "Indirect Method" as set out in the accounting Standard-3 issued by the Institute of Chartered Accountants of India.
- Cash and Cash Equivalents include : Cash and Bank Balances

As per our Report of even date attached

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

**(ANAND KUMAR AGARWAL)**  
Chairman

**(V. K. JAIN)**  
Director

**(M. AGARWAL)**  
Partner  
Membership No. 052474

**(ASHISH AGARWAL)**  
Managing Director

**(S. K. PRANSUKHKA)**  
Chief Financial Officer

Place: Kolkata  
Dated: 25<sup>th</sup> May, 2017

**(SANJAY AGARWAL)**  
Company Secretary

## Notes to Financial Statements as at and for the year ended March 31, 2017

### Note No. 1: SIGNIFICANT ACCOUNTING POLICIES

#### 1.1 Basis of Preparation of Financial Statements

The financial statements have been prepared on accrual basis and under historical cost convention and in compliance with all material aspects with the applicable accounting principles in India, the applicable accounting standards as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Accounting Standards) Amendment Rules, 2016.

All the Assets and Liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle to be 12 months for the purpose of current, non-current classification of assets and liabilities.

#### 1.2 Use of Estimates

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

#### 1.3 Inventories

- a) The stock of construction materials, stores, spares and consumables are valued at cost. Cost is determined using the FIFO method and comprises of the purchase price including duties and taxes, freight inward and other expenditure directly attributable to the acquisition excluding trade discounts and other rebates.
- b) The stock of petrol, diesel and other lubricants are valued at lower of cost or net realizable value. Cost is determined using the FIFO method and comprises of the purchase price including duties and taxes, freight inward and other expenditure directly attributable to the acquisition but excluding the trade discounts and other rebates.

#### 1.4 Revenue recognition

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

- a) Freight Income is accounted for, generally when goods are delivered by the Company to customers. Direct expenses on transportation of goods are accounted for when hired lorries deliver the goods at destination and in case of Company's own trucks on completion of trip.
- b) Payments made to hired lorries at the time of commencement of trip for destination and freight received from customers in advance at the time of booking are charged to revenue as and when paid/received.
- c) In case of composite contract jobs, all receipts are accounted for on the basis of completion of job or a distinct part thereof if so provided for in contract and in case of transportation jobs where progressive work bills are raised as per contracts, on the basis of such bills, as the case may be.
- d) In case of construction contracts, the company follows the percentage of completion method, based on the stage of completion at the balance sheet date taking into account the contract price by estimating total revenue as per AS-7 and total cost till completion of the contract and the profit so determined has been accounted proportionate to the percentage of the actual work done.

## Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

- e) Revenue from sale of goods is recognized when significant risk and rewards in respect of ownership thereof is transferred to the customers.
- f) Income from dividend is recognized, when the right to receive such payment is established.
- g) Income from Investments/Other Income are recognized on accrual basis.
- h) Service Tax collected on freight and services income and works contract services are included in the respective heads. Value Added Tax collected on work contract services are also included in the respective heads.
- i) Deductions made by parties including Tax Deducted at Source are accounted for in the year of actual deduction or communication by the party, as the case may be.

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

### 1.5 Property, Plant and Equipment

- a) All classes of Property, Plant and Equipment are stated as per the Cost Model. As the carrying amount of Leasehold Land, Freehold Land and Building as on the opening date included previous revaluations, in order to give effect to the requirement of transitional provisions, the amount outstanding in the revaluation reserve is adjusted against the carrying amount.

The carrying amount is stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price, import duties and other taxes, excluding those subsequently recoverable, improvement cost, self constructed cost thereto, and any attributable cost of bringing the asset to its working condition for its intended use.

- b) Depreciation on Property, Plant and Equipment is provided on historical cost as per Straight Line Method. Depreciation for the current year is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 which in the view of the management best represents the period for which the asset is expected to be used except in respect of the following assets, where estimated useful life is different than those prescribed in Schedule II are used:

Particulars	Depreciation
Imported Trailers (Useful Life as per Schedule II : 8 years)	Over 15 years as technically assessed

- c) Most of the assets of the company are old and the actual cost of the components is not readily available. In the opinion of the management having regard to the nature of the assets and non-availability of actual value of each significant component of the assets, component accounting is not feasible and hence component approach is not followed for the purpose of calculation of depreciation.
- d) Premium on Leasehold Land is amortized over the period of lease term.

### 1.6 Intangible Assets:

- a) Intangible assets are stated at cost on initial recognition, after which the same are stated at cost less accumulated depreciation/amortization and accumulated impairment loss, if any.
- b) Intangible Assets are amortized as per Accounting Standard – 26. Hence, accordingly cost of computer software has been amortized over a period of 3 years.

## Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

### 1.7 Cash flow Statements:

Cash Flows are reported using the indirect method, as per Accounting Standard-3 issued by The Institute of Chartered Accountants of India, where by profit before tax is adjusted for the effects of transactions of a non cash nature and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company has been segregated.

### 1.8 Foreign Currency Transaction:

#### a) Initial Recognition:

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

#### b) Conversion:

Foreign currency monetary items are reported using the closing rate.

#### c) Exchange Differences:

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

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

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

### 1.9 Investments

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

### 1.10 Employee Benefits

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

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

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

## Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

### 1.11 Leases

#### As a lessee

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

#### As a lessor

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

### 1.12 Earning per share

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

### 1.13 Taxation & Deferred Tax

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

### 1.14 Impairment of Assets

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

### 1.15 Provisions, Contingent Liabilities & Contingent Assets

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

### 1.16 Measurement of EBITDA

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

## Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

2.0	SHARE CAPITAL	March 31, 2017		March 31, 2016	
2.1	<b>Share Capital</b>				
	<b>Authorised Share Capital :</b>				
	1,00,00,000 (Previous year 1,00,00,000) Equity Shares of ₹ 10/- each	10,00,00,000		10,00,00,000	
	<b>Issued , Subscribed &amp; Paid up :</b>				
	54,17,232 (Previous year 54,17,232) Equity Shares of ₹ 10/- each, fully paid up	5,41,72,320		5,41,72,320	
	Less: Calls in arrears by other than Directors & Officers	49,000		49,000	
	<b>Total</b>	<b>5,41,23,320</b>		<b>5,41,23,320</b>	
2.2	<b>RECONCILIATION OF NUMBER OF SHARES OUTSTANDING IS AS SET OUT BELOW</b>	<b>March 31, 2017</b>		<b>March 31, 2016</b>	
		<b>No. of Shares</b>		<b>No. of Shares</b>	
	Equity Shares outstanding at the beginning of the year	54,17,232		54,17,232	
	Add: Shares Issued during the year	-		-	
	Equity Shares outstanding at the end of the Year	54,17,232		54,17,232	
2.3	<b>DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES IN THE COMPANY</b>	<b>March 31, 2017</b>		<b>March 31, 2016</b>	
	<b>Name of Shareholder</b>	<b>No. of Shares</b>	<b>% held</b>	<b>No. of Shares</b>	<b>% held</b>
	ABC Financial Services Private Limited	16,68,465	30.80	8,16,857	15.08
	Mrs. Nirmal Agarwal & Mr Ashish Agarwal [As partner of M/s. Assam Bengal Carriers]	2,81,000	5.19	8,47,524	15.64
	Sweta Financial Services Pvt. Ltd	2,94,442	5.44	2,94,442	5.44
	Prabhu Dhan Investments Private Limited	3,38,625	6.25	3,38,625	6.25
3.0	<b>RESERVES &amp; SURPLUS</b>	<b>March 31, 2017</b>		<b>March 31, 2016</b>	
	<b>Capital Reserve</b>				
	As per last Balance Sheet	3,35,51,104		3,58,45,153	
	Less : Written up amount of assets sold/adjusted transferred to General Reserve	19,79,847		8,14,049	
	Less: Written up amount of revalued assets adjusted with Property, Plant & Equipment due to transitional provision	3,15,71,257		-	
	Less: Written up amount of assets sold in previous Year adjusted with Fixed assets	-		14,80,000	
	<b>Sub-Total</b>	<b>-</b>		<b>3,35,51,104</b>	
	<b>Securities Premium Reserve</b>				
	As per last Balance Sheet	2,57,05,080		2,57,05,080	
	Add : On Issue of Shares	-		-	
	<b>Sub-Total</b>	<b>2,57,05,080</b>		<b>2,57,05,080</b>	
	<b>General Reserve</b>				
	As per last Balance Sheet	24,14,53,493		24,06,39,444	
	Add : Written up amount of assets sold/adjusted transferred from Capital Reserve	19,79,847		8,14,049	
	<b>Sub-Total</b>	<b>24,34,33,340</b>		<b>24,14,53,493</b>	



## Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

	March 31, 2017	March 31, 2016
<b>Surplus as per Statement of Profit &amp; Loss</b>		
As per last Balance Sheet	11,34,18,027	13,71,35,407
Add : Profit for the Year	(16,51,58,550)	(2,77,17,379)
Adjustment for Income Tax of earlier years	5,61,919	40,00,000
<b>Sub-Total</b>	<b>(5,11,78,604)</b>	<b>11,34,18,027</b>
<b>Total</b>	<b>21,79,59,816</b>	<b>41,41,27,705</b>

4.0	LONG TERM BORROWINGS	March 31, 2017	March 31, 2016
	<b>Term Loans</b>		
	<b>Secured</b>		
	(I) Against hypothecation of related Vehicles (Terms of Repayment : 20 to 60 Equalised Monthly Instalments )		
	a) From Banks	4,57,89,478	2,57,84,578
	(Aggregate amount of loans guaranteed by Chairman and/or Managing Director ₹ 4,34,12,114 /- (Previous year ₹ 2,27,63,018/-)		
	b) From Other Parties	2,97,14,627	1,58,75,711
	(Aggregate amount of loans guaranteed by Chairman and/or Managing Director ₹ 2,95,88,567/- (Previous year ₹ 1,54,35,269/-)		
	(II) Against pledge of Shares by third parties (Terms of Repayment : 32 Quarterly Instalments in tenure of loans)		
	From Banks	5,65,23,351	9,86,63,032
	(Entire amount of loans guaranteed by Chairman and Managing Director)		
	<b>Sub-Total</b>	<b>13,20,27,456</b>	<b>14,03,23,321</b>
	<b>Unsecured</b>		
	a) From Banks	44,37,799	69,52,576
	(Aggregate amount of loans guaranteed by Chairman ₹ 44,37,799/-) (Previous year ₹ 69,52,576/-)		
	(Terms of Repayment : 35 Equalised Monthly Instalments in tenure of loans)		
	b) From Other Parties	4,00,50,269	4,55,46,999
	- Against Hypothecation of property by Third Parties (Aggregate amount of loans guaranteed by Chairman and /or Managing Director ₹ 4,00,50,269/- Previous year ₹ 4,55,46,999/-)		
	(Terms of Repayment : 72 to 120 Equalised Monthly Instalments in tenure of loan)		
	<b>Sub Total</b>	<b>4,44,88,068</b>	<b>5,24,99,575</b>
	<b>Total</b>	<b>17,65,15,525</b>	<b>19,28,22,896</b>
	Less : Current maturities of Long term borrowings classified as Other Current Liabilities (Refer Note No. 8)	6,08,99,453	4,09,43,720
	<b>Total</b>	<b>11,56,16,072</b>	<b>15,18,79,176</b>

## Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

5.0	LONG TERM PROVISIONS	March 31, 2017	March 31, 2016
	Provision for Gratuity	73,43,237	56,77,205
	<b>Total</b>	<b>73,43,237</b>	<b>56,77,205</b>
6.0	SHORT TERM BORROWINGS	March 31, 2017	March 31, 2016
	<b>Secured – Loans repayable on demand :</b>		
	Overdraft / Cash credit facility from banks :		
	a) State Bank of India (Secured by exclusive charge on book debts & movable current assets excluding inventory; & mortgage of specific immovable properties) (Entire amount of loans have been guaranteed by Chairman & Managing Director)	7,40,85,165	7,70,48,286
	b) United Bank of India (Secured against equitable mortgage of specified Immovable properties, first charge by way of hypothecation of unencumbered Plant & Machinery) (Entire amount of loans have been guaranteed by Chairman & Managing Director)	1,44,54,956	59,25,270
	c) Indian Overseas Bank (Secured by equitable mortgage of specific immovable properties) (Entire amount of loans have been guaranteed by Chairman, Managing Director)	2,47,63,995	2,71,20,155
	<b>Sub Total</b>	<b>11,33,04,117</b>	<b>11,00,93,711</b>
	<b>Unsecured – Loans :</b>		
	Inter Corporate Deposits – From parties other than Banks (Terms of Repayment : 60-180 days at interest rate between 9% - 18% p.a)	3,95,02,830	2,70,64,356
	<b>Total</b>	<b>15,28,06,947</b>	<b>13,71,58,067</b>
7.0	TRADE PAYABLES	March 31, 2017	March 31, 2016
	<b>A. Total outstanding dues of micro enterprises and small enterprises</b>		
	a) For Goods & Services	–	–
	b) For Construction Services	–	–
	<b>Total</b>	<b>–</b>	<b>–</b>
	Notes: There are no dues to Micro & small Enterprises determined to the extent such parties have been identified on the basis of information available with the company as on 31.03.2017 which require disclosure under the Micro, Small and Medium Enterprises Development Act,2006.		
	<b>B. Total outstanding dues of creditors other than micro enterprises and small enterprises.</b>		
	a) For Goods and Services	3,29,89,532	3,05,68,939
	b) For Construction Services	3,21,59,380	2,41,63,118
	<b>Total</b>	<b>6,51,48,912</b>	<b>5,47,32,057</b>

## Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

8.0	OTHER CURRENT LIABILITIES	March 31, 2017	March 31, 2016
	Current Maturities of Long term borrowings (Refer Note. 4)	6,08,99,453	4,09,43,720
	Interest accrued but not due on Borrowings	8,37,373	6,23,550
	Unpaid & Unclaimed Dividends	14,42,532	14,43,182
	<b>Other Payables :</b>		
	Statutory Dues	56,01,720	74,49,573
	Security Deposits	1,07,51,080	1,08,23,582
	Advance from customers	32,05,311	28,35,219
	Other liabilities	6,11,00,957	4,10,92,138
	Banks (due to reconciliation)	11,29,522	15,731
	<b>Total</b>	<b>14,49,67,946</b>	<b>10,52,26,695</b>

9.0	SHORT TERM PROVISIONS	March 31, 2017	March 31, 2016
	<b>Provisions for Employee Benefits :</b>		
	Provision for Leave Encashment	24,33,856	31,69,027
	<b>Other Provisions :</b>		
	Income Tax	35,00,000	55,00,000
	<b>Total</b>	<b>59,33,856</b>	<b>86,69,027</b>

10A PROPERTY PLANT & EQUIPMENT										
Description of Assets	Gross Block				Depreciation / Amortisation				Net Block	
	Cost as at 1 <sup>st</sup> April, 2016	Additions during the year	Sales/ Adjustment *	Cost as at 31 <sup>st</sup> March 2017	Up to 31 <sup>st</sup> March, 2016	For the year	Sales/ Adjustment *	Upto 31 <sup>st</sup> March, 2017	As on 31 <sup>st</sup> March, 2017	As on 31 <sup>st</sup> March, 2016
<b>Tangible Assets</b>										
<b>Land :</b>										
Freehold	6,52,96,052	-	1,68,60,405	4,84,35,647	-	-	-	-	4,84,35,647	6,52,96,052
Leasehold	2,15,45,576	79,48,220	1,73,03,791	1,21,90,005	26,41,861	5,602	25,00,350	1,47,113	1,20,42,892	1,89,03,715
Buildings	7,54,66,916	-	2,19,06,777	5,35,60,139	4,34,47,257	5,85,319	1,39,35,530	3,00,97,046	2,34,63,093	3,20,19,659
Plant & equipment	7,42,82,591	21,70,130	6,92,837	7,57,59,884	4,01,18,134	35,76,110	2,32,980	4,34,61,264	3,22,98,620	3,41,64,457
Furniture & Fixtures	4,99,72,141	2,87,372	893	5,02,58,620	2,46,92,799	39,51,042	892	2,86,42,949	2,16,15,671	2,52,79,342
Vehicles	32,84,32,551	1,32,48,751	73,99,484	33,42,81,831	26,34,32,745	1,71,81,369	67,14,735	27,38,99,379	6,03,82,452	6,49,99,806
Office Equipment	96,55,105	3,75,597	12,900	1,00,17,802	66,52,668	11,41,269	9,281	77,84,656	22,33,146	30,02,437
Ships (Barge)	3,49,84,405	-	-	3,49,84,405	1,17,71,885	9,29,818	-	1,27,01,703	2,22,82,702	2,32,12,520
<b>Total</b>	<b>65,96,35,337</b>	<b>2,40,30,070</b>	<b>6,41,77,087</b>	<b>61,94,88,333</b>	<b>39,27,57,349</b>	<b>2,73,70,529</b>	<b>2,33,93,768</b>	<b>39,67,34,110</b>	<b>22,27,54,223</b>	<b>26,68,77,988</b>
Previous Year	75,75,19,280	1,73,53,482	11,52,37,425	65,96,35,337	40,09,18,359	4,56,03,098	5,37,64,108	39,27,57,349	26,68,77,988	

\* It includes ₹ 4,77,31,700/- reduced from Gross Block and ₹ 1,61,60,443/- from accumulated Depreciation as per the transitional provisions of Accounting Standard -10 as amended by Companies (Accounting Standards) Amendment Rules, 2016.

## Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

10B INTANGIBLE ASSETS										
Description of Assets	Gross Block				Depreciation / Amortisation				Net Block	
	Cost as at 1 <sup>st</sup> April, 2016	Additions during the year	Sales/ Adjustment	Cost as at 31st March 2017	Up to 31st March, 2016	For the year	Sales/ Adjustment	Upto 31st March, 2017	As on 31st March, 2017	As on 31st March, 2016
Computer Software	44,71,652	-	-	44,71,652	44,71,652	-	-	44,71,652	-	-
<b>Total : Intangible Assets</b>	<b>44,71,652</b>	<b>-</b>	<b>-</b>	<b>44,71,652</b>	<b>44,71,652</b>	<b>-</b>	<b>-</b>	<b>44,71,652</b>	<b>-</b>	<b>-</b>
Previous Year	44,71,652	-	-	44,71,652	43,77,175	94,477	-	44,71,652	-	-

11.0	NON-CURRENT INVESTMENTS	March 31, 2017	March 31, 2016
	<b>Non-Trade Investments (valued at cost, unless otherwise stated)</b>		
	In Equity Shares : Unquoted (Fully Paid up)		
	55,000 (Previous year 55,000) Equity Shares of ₹ 10/- each of Nissin ABC Logistics Private Limited	5,50,000	5,50,000
	50,000 (Previous year 50,000) Equity Shares of ₹ 10/- each of G.L. Media Services Limited (Previously known as G.L. Media Services Private Limited)	5,00,000	5,00,000
	In Preference Shares : Unquoted (Fully Paid up)		
	₹ 16,277 (Previous year Nil) 0% Non-Convertible Redeemable Preference Shares of ₹ 100/- each at a Premium of ₹ 300/- per share of TCI Industries Limited.	65,10,800	-
	<b>Total</b>	<b>75,60,800</b>	<b>10,50,000</b>

12.0	LONG TERM LOANS & ADVANCES	March 31, 2017	March 31, 2016
	<b>Capital Advances</b>		
	Unsecured, considered good	46,94,892	97,41,892
	<b>Total</b>	<b>46,94,892</b>	<b>97,41,892</b>

13.0	OTHER NON-CURRENT ASSETS	March 31, 2017	March 31, 2016
	MAT credit entitlement	1,80,73,000	1,80,73,000
	<b>Total</b>	<b>1,80,73,000</b>	<b>1,80,73,000</b>

14.0	CURRENT INVESTMENTS	March 31, 2017	March 31, 2016
	In Partnership Firm	(17,95,354)	(11,25,049)
	<b>Total</b>	<b>(17,95,354)</b>	<b>(11,25,049)</b>

## Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

14.1	PARTICULARS	March 31, 2017	March 31, 2016
	Name of the Partnership Firm : M/s. Assam Bengal Carriers		
	Total Capital of the Firm	(4,42,44,793)	(8,79,91,660)
	<b>NAME OF PARTNERS</b>	<b>Share of Partners in Profit/Loss (%)</b>	
	M/s. ABC India Limited	2	2
	Mrs. Nirmal Agarwal	20	20
	Mrs. Sweta Agarwal	20	20
	Mr. Ashish Agarwal	19	19
	M/s. Anand Kumar Agarwal & Sons- HUF	19	19
	Mrs. Kadambari Kapoor	20	20
	<b>Total</b>	<b>100</b>	<b>100</b>
15.0	INVENTORIES	March 31, 2017	March 31, 2016
	<b>Stock-in-Trade</b>		
	Petrol, Diesel and other petroleum products (Valued at cost or net realisable value which ever is lower)	40,19,656	46,62,230
	Spares & Consumables (Valued at Cost)	27,26,736	3,88,046
	<b>Total</b>	<b>67,46,392</b>	<b>50,50,276</b>
16.0	TRADE RECEIVABLES	March 31, 2017	March 31, 2016
	<b>Unsecured, considered good</b>		
	Outstanding for a period exceeding six months from the date they are due for payment	15,44,06,006	28,23,01,361
	Outstanding for a period less than six months from the date they are due for payment	20,23,04,937	18,80,54,146
	<b>Sub Total</b>	<b>35,67,10,943</b>	<b>47,03,55,507</b>
	Less: Provision for bad and doubtful debts	-	28,72,688
	<b>Total</b>	<b>35,67,10,943</b>	<b>46,74,82,819</b>
17.0	CASH AND BANK BALANCES	March 31, 2017	March 31, 2016
	<b>Cash and Cash equivalents:</b>		
	a) Balances with Banks	1,24,49,798	90,14,097
	b) Cash in Hand	71,17,452	53,60,484
	<b>Sub Total (A)</b>	<b>1,95,67,250</b>	<b>1,43,74,581</b>
	<b>Other Bank balances:</b>		
	<u>Earmarked balances with Banks</u>		
	Unclaimed Dividend	14,42,532	14,43,182
	Fixed term deposits pledged with banks towards margin money against Guarantees ₹ 69,09,744/- (Previous Year ₹ 89,23,925/-) of which having more than 12 months' maturity amounts to ₹ 30,98,956 /- (Previous Year ₹ 65,00,100/-)	1,22,38,174	1,41,36,848
	<b>Sub Total (B)</b>	<b>1,36,80,706</b>	<b>1,55,80,030</b>
	<b>Total (A+B)</b>	<b>3,32,47,956</b>	<b>2,99,54,611</b>

## Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

18.0	SHORT TERM LOANS AND ADVANCES	March 31, 2017	March 31, 2016
	<b>Unsecured, considered good</b>		
	To related parties (Refer Note No. 29.11)	3,29,09,618	3,94,13,780
	<b>To others :</b>		
	Advance to Employees	21,12,148	40,05,762
	Prepaid Expenses	10,07,123	19,16,671
	Other Advances	86,70,267	5,08,14,384
	Tax deducted at sources & Refunds	5,77,24,964	3,94,74,639
	Other Deposits	3,41,30,592	3,24,00,948
	<b>Total</b>	<b>13,65,54,712</b>	<b>16,80,26,184</b>
19.0	REVENUE FROM OPERATIONS	March 31, 2017	March 31, 2016
	From transportation and contract jobs	61,30,43,343	74,61,00,105
	From Construction Services	11,93,33,850	8,47,85,527
	Rent	2,32,48,396	2,16,83,247
	<b>Sub Total</b>	<b>75,56,25,589</b>	<b>85,25,68,879</b>
	Sale of petroleum products	55,86,52,217	48,16,06,516
	<b>Total</b>	<b>1,31,42,77,806</b>	<b>1,33,41,75,395</b>
20.0	OTHER INCOME	March 31, 2017	March 31, 2016
	Interest Income	37,65,903	13,64,048
	Dividend on long-term investments	55,000	27,500
	Net gain on foreign currency transaction & translations	2,254	–
	Other non-operating income	17,00,435	63,63,937
	<b>Total</b>	<b>55,23,592</b>	<b>77,55,485</b>
21.0	COST OF CONSTRUCTION	March 31, 2017	March 31, 2016
	Opening Work in Process	3,88,046	49,39,685
	Add: Expenses incurred during the year	9,10,55,172	7,05,30,857
	Less: Closing Work in Process	27,26,736	3,88,046
	<b>Total</b>	<b>8,87,16,482</b>	<b>7,50,82,496</b>
22.0	PETROL PUMP RUNNING EXPENSES	March 31, 2017	March 31, 2016
	Petrol pump Operating & running expenses	1,28,91,145	1,20,99,061
	<b>Total</b>	<b>1,28,91,145</b>	<b>1,20,99,061</b>
23.0	CHANGES IN INVENTORIES OF STOCK IN TRADE	March 31, 2017	March 31, 2016
	<b>Stock-in-Trade</b>		
	Closing Stock	40,19,656	46,62,230
	Less: Opening Stock	46,62,230	11,16,391
	<b>Total</b>	<b>6,42,574</b>	<b>(35,45,839)</b>

## Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

24.0	EMPLOYEE BENEFITS EXPENSE	March 31, 2017	March 31, 2016
	<b>Salaries, wages, bonus and allowances</b>		
	For employees covered under ESI Scheme	1,25,04,762	1,60,29,392
	For others	7,20,46,389	7,96,25,519
	Contribution to Provident & Other funds	39,52,850	50,54,690
	Contribution to / Provision for Gratuity fund	18,37,838	31,34,002
	Staff welfare expenses	83,04,525	89,55,448
	<b>Total</b>	<b>9,86,46,364</b>	<b>11,27,99,051</b>

25.0	OTHER EXPENSES	March 31, 2017	March 31, 2016
	Rent	4,64,29,877	4,34,21,997
	Rates and taxes, excluding, taxes on income	57,79,363	71,73,627
	Service tax	2,28,24,066	2,06,98,884
	Value Added Tax	22,65,541	11,22,474
	Labour Cess	6,90,742	6,69,352
	Electricity Charges	36,85,400	42,63,236
	Bank charges	17,81,930	16,85,288
	Insurance	32,37,723	25,93,559
	Bad debts written off	11,78,68,240	–
	Sundry Balances written off	7,38,257	17,85,633
	Miscellaneous expenses	2,99,27,306	2,69,34,861
	Travelling & Conveyance	1,33,72,439	1,59,06,408
	Office Maintenance	38,04,499	1,41,03,162
	Repairs to building	13,98,762	12,32,923
	Charity and donations	4,02,278	4,85,172
	<b>Payment to Auditors</b>		
	a. As auditor	5,30,250	5,15,250
	b. For taxation matters	–	–
	c. Other services	–	16,914
	<b>Total</b>	<b>25,47,36,672</b>	<b>14,26,08,741</b>

26.0	INTEREST AND OTHER FINANCE COST	March 31, 2017	March 31, 2016
	Interest expense	4,35,03,386	4,95,47,439
	Other borrowing cost	14,74,255	29,29,312
	<b>Total</b>	<b>4,49,77,641</b>	<b>5,24,76,751</b>

27.0	DEPRECIATION AND AMORTISATION EXPENSE	March 31, 2017	March 31, 2016
	Depreciation / Amortisation (Refer Note no. 10A)	2,73,70,529	4,56,97,575
	<b>Total</b>	<b>2,73,70,529</b>	<b>4,56,97,575</b>

28.0	EXCEPTIONAL ITEMS	March 31, 2017	March 31, 2016
	Profit on sale of assets (Net)	97,89,179	6,07,96,283
	<b>Total</b>	<b>97,89,179</b>	<b>6,07,96,283</b>

## Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

Note No. 29 Other Notes on financial statements

### 29.1 Contingent Liabilities & Commitments (to the extent not provided for) :

Contingent Liabilities	March 31, 2017	March 31, 2016
I) <u>Disputed Demands not acknowledged as debts-</u>		
Demand under Income Tax Act, 1961 for-		
- A.Y. 2011-12, the matter is pending before Assessing Officer	7,28,300	7,28,300
- A.Y. 2013-14, the matter is pending before Commissioner of Income Tax (Appeals)-4	1,41,33,440	2,69,75,800
II) Guarantees and Counter guarantees	4,54,92,266	5,62,99,235

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

### IV) Capital Commitments

Estimated amount is not ascertainable for contracts remaining to be executed on capital account against which advance of ₹ 46,94,892 /- (P.Y. ₹ 97,41,892 /-) has been made.

### 29.2 Expenditure In Foreign Currency During The Financial Year:

Particulars	March 31, 2017	March 31, 2016
Travelling expenses	16,43,184	32,96,817
Shipment expenses	1,13,777	3,31,347
Computer Maintenance	2,93,418	5,74,925
Custom Clearance Expense	—	2,57,029
Others	20,275	38,547

### 29.3 Earnings in Foreign Exchange on FOB basis during the financial year :

Particulars	March 31, 2017	March 31, 2016
Freight	—	22,52,590

### 29.4 Books of accounts for Branches:

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

### 29.5 Balances of Trade Receivables, Advances & Deposits:

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

### 29.6 Bad Debts:

Realisability of Debtors are ascertained by the management each year. After due consideration, necessary provisions are made. During the year ₹ 11,78,68,240 (Previous Year ₹ Nil) being fully unrealisable have been written off.

### 29.7 Fuel Pump at Pune:

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



## Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

### 29.8 Disclosure in accordance with Accounting Standard – 7:

Particulars	March 31, 2017	March 31, 2016
Contract revenue for the period	10,78,39,470	7,76,79,974
Contract revenue till date	22,30,44,321	17,25,31,474
Contract costs incurred till date	20,27,99,631	15,57,41,039
Recognized Profit till date	2,02,44,690	1,67,90,435
Advance received from customers	1,07,50,579	21,30,563
Retention money	78,98,808	80,00,504
Gross amount due from customers for contract work	3,32,44,198	1,00,49,547
Gross amount due to customers for contract work	–	–

### 29.9 Defined Benefit Plan as per AS-15 Employee Benefits :

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

#### Reconciliation of Defined Benefit Obligation

Particulars	March 31, 2017	March 31, 2016
Present Value of Defined Benefit Obligation as at 31.03.2016	2,09,70,506	2,14,35,966
Current Service Cost	13,72,284	14,06,729
Interest Cost	14,37,618	14,87,790
Employee Contributions	–	–
Past Service Cost (Vested Benefit)	–	–
Past Service Cost (Non Vested Benefit)	–	–
Amalgamations	–	–
Curtailment Cost / (Credit)	–	–
Settlement Cost / (Credit)	–	–
Actual Benefit Payment	(50,79,017)	(49,66,463)
Actuarial Losses / (Gains)	49,840	16,06,484
Present Value of Defined Benefit Obligation as at 31.03.2017	1,87,51,231	2,09,70,506

#### Reconciliation of Fair Value of Plan Assets

Particulars	March 31, 2017	March 31, 2016
Fair Value of Plan Assets as at 31.03.2016	1,52,93,301	1,87,51,356
Expected Return on Plan Assets	9,98,021	13,05,334
Contributions	82,701	97,097
Actual Benefits Payments from Plan Assets	(50,79,017)	(49,66,463)
Amalgamations	–	–
Settlements	–	–
Actuarial Gains / (Losses)	1,12,988	1,05,977
Fair Value of Plan Assets as at 31.03.2017	1,14,07,994	1,52,93,301
Discount Rate Applied	7.30%	7.80%

**Notes to Financial Statements** as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

**Amount Recognized in Balance Sheet**

Particulars	March 31, 2017	March 31, 2016
Present Value of Defined Benefit Obligation	1,87,51,231	2,09,70,506
Fair Value of Plan Assets	(1,14,07,994)	(1,52,93,301)
Funded Status - (Surplus) / (deficit)	73,43,237	56,77,205
Unrecognized Past Service (Costs) / Credit	–	–
Para 59 (b) Limit	–	–
Liability / (Asset) recognized in Balance Sheet	73,43,237	56,77,205
Estimated Future Term Liability (Decrement - adjusted)	17.11	17.73

**Current and Non-current Liability**

Particulars	March 31, 2017	March 31, 2016
Current Liability	–	–
Non-current Liability	73,43,237	56,77,205
<b>Total</b>	<b>73,43,237</b>	<b>56,77,205</b>

**Amount Recognized in Statement of Profit and Loss**

Particulars	March 31, 2017	March 31, 2016
Current Service Cost (including risk premiums for fully insured benefits)	13,72,284	14,06,729
Interest Cost	14,37,618	14,87,790
Expected return on Plan Assets	(9,98,021)	(13,05,334)
Employee Contributions	–	–
Past Service Cost – Vested Benefit	–	–
Past Service Cost – Non Vested Benefit	–	–
Effect of Limit in Para 59 (b)	–	–
Settlement Cost / (Credit)	–	–
Actuarial Losses / (Gains)	(63,148)	15,00,507
Total employer expense for the year as per actuarial valuation	17,48,733	30,89,692

**The Financial Assumptions used in Actuarial Valuation**

Particulars	March 31, 2017	March 31, 2016
Discount rate	7.30	7.80
Expected return on assets	7.30	7.80
Salary escalation	5.00	5.00

**Summary of the Active Members of the Scheme**

Particulars	March 31, 2017	March 31, 2016
No. of active members	273	319
Average monthly salary (INR)	12,240	11,964
Average age (years)	40.64	40
Average past service (years)	12.83	12.58

## Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

### Withdrawal Rate as per Actuarial Valuation

Particulars	March 31, 2017	March 31, 2016
Below 24	0.5	0.5
Ages from 25-29	0.3	0.3
Ages from 30-34	0.2	0.2
Ages from 35-49	0.1	0.1
Ages from 50-54	0.2	0.2
Above 54	0.3	0.3

### 29.10 Segment Reporting :

The Company has three segments namely Freight and service division, Fuel Pump division and construction division in terms of Accounting Standard-17 issued by The Institute of Chartered Accountants of India. The required disclosures are as follows:

PARTICULARS	Freight & Services		Petrol Pump		Construction		Unallocated		Total	
	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16	31.03.17	31.03.16
Net Segment Revenue	63,62,91,739	76,75,80,687	55,86,52,217	48,16,06,516	11,93,33,850	8,49,88,191	-	-	1,31,42,77,806	1,33,41,75,394
Net Segment Result	(9,56,93,912)	2,58,44,325	39,29,278	16,72,601	7,22,094	(1,41,63,956)	-	-	(9,10,42,540)	1,33,52,970
Less: Interest	-	-	-	-	-	-	4,49,77,641	5,24,76,751	4,49,77,641	5,24,76,751
Less : Unallocated Income net of unallocated Expenses	-	-	-	-	-	-	(4,20,29,378)	91,89,461	(4,20,29,378)	(91,89,461)
Profit before Tax	-	-	-	-	-	-	-	-	(17,80,49,559)	(2,99,34,321)
<b>Other Information</b>										
Segment Assets	61,58,39,583	82,74,61,053	1,68,22,946	1,63,78,267	7,33,60,981	5,15,00,915	7,85,24,063	6,97,91,491	78,45,47,573	96,51,31,726
Segment Liabilities	5,14,90,671	3,74,68,854	1,56,63,864	1,56,78,177	3,63,24,769	2,86,31,256	7,88,25,280	7,87,80,951	18,23,04,584	16,05,59,238
Capital Expenditure	1,18,42,875	1,29,95,408	-	-	13,10,057	42,86,724	64,20,918	71,350	1,95,73,850	1,73,53,482
Depreciation	2,28,61,028	4,10,87,424	4,889	4,889	7,36,686	5,18,641	37,67,926	40,86,621	2,73,70,529	4,56,97,575

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

### 29.11 Related party disclosures:

#### List of related parties :

<b>Jointly Controlled Entities</b>	1. M/S. Assam Bengal Carriers (Partnership Firm)
<b>Key Management Personnel</b>	1. Mr. Anand Kumar Agarwal 2. Mr. Ashish Agarwal 3. Dr. Ashok Agarwal (since resigned wef 06/01/2017)
<b>Relatives of Key Management Personnel</b>	1. Dr. Ashok Agarwal
<b>Significant Influence of Key Management Personnel &amp; their relatives</b>	1. Bhoruka Properties Private Limited 2. Assam Bengal Carriers Limited 3. Gusto Imports Private Limited 4. TCI Bhoruka Projects Limited 5. TCI Industries Limited 6. Transcorp International Ltd

## Notes to Financial Statements as at and for the year ended March 31, 2017 (Contd.)

(Amount in ₹)

### Transactions with related parties:

Nature of transactions	Jointly controlled entity		Key Management Personnel and their relatives		Entities having significant influence of KMP and their relatives		Total	
	March 31, 2017 (₹)	March 31, 2016 (₹)	March 31, 2017 (₹)	March 31, 2016 (₹)	March 31, 2017 (₹)	March 31, 2016 (₹)	March 31, 2017 (₹)	March 31, 2016 (₹)
Investment of capital during the year	7,99,51,382	10,75,29,154	-	-	-	-	7,99,51,382	10,75,29,154
Withdrawal of capital during the year	8,13,47,000	11,79,36,505	-	-	-	-	8,13,47,000	11,79,36,505
Interest paid to Partnership Firm (Net of TDS)	-	50,379	-	-	-	-	-	50,379
Share of profit/(loss) from Firms	7,25,513	11,325	-	-	-	-	7,25,513	11,325
Balance of Investment in Firm	(17,95,354)	(11,25,049)	-	-	-	-	(17,95,354)	(11,25,049)
Investment in Shares	-	-	-	-	65,10,800	-	65,10,800	-
Payment against Purchase of Trucks	-	-	-	-	-	37,80,000	-	37,80,000
Sale of Immovable Property	-	-	-	-	-	3,21,00,000	-	3,21,00,000
Advance given during the year	-	-	-	-	20,05,373	4,02,44,709	20,05,373	4,02,44,709
Refund of Advance	-	-	-	-	85,09,535	1,66,14,469	85,09,535	1,66,14,469
Balance of Advance	-	-	-	-	3,29,09,618	3,94,13,780	3,29,09,618	3,94,13,780
Balance of Guarantees Given	-	-	28,73,16,217	29,94,54,605	-	-	28,73,16,217	29,94,54,605
Rent Income	-	-	-	-	23,32,140	82,004	23,32,140	82,004
Transportation related payment	-	-	-	-	-	1,56,55,265	-	1,56,55,265
Purchase of other item	-	-	-	-	-	2,24,850	-	2,24,850
Rent Expense	-	-	-	-	18,00,000	18,00,000	18,00,000	18,00,000
Building Maintenance Charges	-	-	-	-	3,21,344	2,70,616	3,21,344	2,70,616
Salary/ Remuneration	-	-	97,79,345	1,02,80,576	-	-	97,79,345	1,02,80,576
Director sitting fees	-	-	-	7,000	-	-	-	7,000
Purchase of Foreign Currency	-	-	-	-	7,06,986	14,61,684	7,06,986	14,61,684

### 29.12 Disclosure regarding details of SBNs held and transacted during the period from 8th November, 2016 to 30th December, 2016:

Particulars	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	1,11,00,000	72,64,757	1,83,64,757
Add: Permitted Receipts (including cash withdrawals from bank)	2,39,99,500	2,94,49,870	5,34,49,370
Less: Permitted Payments	-	1,71,33,691	1,71,33,691
Less: Amount Deposited in Banks	3,50,99,500	1,24,79,350	4,75,78,850
Closing cash in hand as on 30.12.2016	-	71,01,586	71,01,586

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

Note to Financial Statements No. 1 to 29 are attached to and forming part of the Balance Sheet as at March 31, 2017 and Statement of Profit & Loss for the year ended on that date and have been signed for the purpose of identification.

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

**(M. AGARWAL)**  
Partner  
Membership No. 052474

Place: Kolkata  
Dated: 25<sup>th</sup> May, 2017

**(ANAND KUMAR AGARWAL)**  
Chairman

**(ASHISH AGARWAL)**  
Managing Director

**(V. K. JAIN)**  
Director

**(S. K. PRANSUKHKA)**  
Chief Financial Officer

**(SANJAY AGARWAL)**  
Company Secretary

**E- MAIL ID REGISTRATION FORM**

To  
**ABC INDIA LIMITED**  
40/ Ballygunge Circular Road  
Kolkata -700019

Dear Sir(s)

I hereby give my consent to receive all future communication from ABC India Limited at my below email id and / or at my email registred with my / our depository:-

DP ID \_\_\_\_\_ CLIENT ID \_\_\_\_\_ FOLIO NO. \_\_\_\_\_

E-MAIL ID \_\_\_\_\_ ALTERNATIVE ID \_\_\_\_\_

Thanking You.

Yours Faithfully,

-----  
Signature of Sole / 1st Holder

-----  
Name

Note: You are requested to register your email address with your depositories or by signing and returning this slip to the Company or to the Registrar & Transfer Agent M/s MCS Share Transfer Agent Limited or by way of an email to vrmd@abcindia.com at the earliest.



**ABC INDIA LIMITED**  
40/8, BALLYGUNGE CIRCULAR ROAD  
KOLKATA - 700 019

**ABC INDIA LIMITED**

CIN: L63011WB1972PLC217415

Registered Office: P-10, New C. I. T. Road, Kolkata - 700073

Phone: (033) 2237 1745, 2461 4156, Fax: (033) 2461 4193, Email: vrmd@abcindia.com, Website: www.abcindia.com

**ATTENDANCE SLIP**

Regd. Folio / DP ID &amp; Client ID:

Sl. No.

Name :

Address of the Shareholder :

No. of Shares :

Joint Holder :

- I/We hereby record my/our presence at the 44<sup>th</sup> Annual General Meeting (AGM) of the Company held on **Wednesday, September 20, 2017** at **03.00 P.M.** at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata - 700017.
- Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
- Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of Annual Report for reference at the meeting.
- Please read the instructions carefully before exercising your vote.

(Signature of the Shareholder/Proxy Present)

**E-VOTING PARTICULARS**

EVSN (E-Voting Sequence Number)	USER ID	PAN/SEQUENCE NO.
170812009		

E-voting facility is available during the following voting period:

Commencement of E-voting	End of E-voting
09.00 a.m. (IST) on September 16, 2017	5.00 p.m. (IST) on September 19, 2017

**ABC INDIA LIMITED**

CIN: L63011WB1972PLC217415

Registered Office: P-10, New C. I. T. Road, Kolkata - 700073

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule (19) of the Companies (Management and Administration Rules 2014)

**PROXY FORM – MGT -11**

Regd. Folio / DP ID &amp; Client ID :

Sl. No.

Name :

Registered Address :

Email ID :

I/We, being the member(s), holding.....equity shares of ABC India Limited hereby appoint:

- Name.....Address.....  
E-mail Id.....Signature.....or failing him/her
- Name.....Address.....  
E-mail Id.....Signature.....or failing him/her
- Name.....Address.....  
E-mail Id.....Signature.....

as my /our proxy to attend and vote (on a poll) for me/us and my/our behalf at the **44<sup>th</sup> Annual General Meeting** of the Company held on **Wednesday, September 20, 2017** at **03:00 P.M.** at **Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4<sup>th</sup> Floor, Kolkata – 700017** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution
1	Adoption of Financial Statement of the Company including Audited Balance Sheet as at 31st March, 2017, Audited Profit & Loss Account and the Cash Flow Statement for the year ended on that date, together with the Report of Board of Directors' and Auditors' thereon.
2	Appointment of a Director in place of Mr. Anand Kumar Agarwal (DIN 00380908), who retires by rotation and being eligible, offers himself for re-appointment.
3	Appointment of M/s. Bharat D. Sarawgee & Co., Chartered Accountants as the Statutory Auditors of the Company and authorize the Board to fix their remuneration.
4	Approval of remuneration of Cost Auditors.
5	Re-appointment of Mr. Ashish Agarwal (DIN: 00351824) as Managing Director of the Company, for a period of 3 (Three) years with effect from 1 <sup>st</sup> August, 2017.
6	Re-appointment of Mr. Anand Kumar Agarwal (DIN: 0038090) as an Executive Chairman of the Company, for a period of 3 (Three) years with effect from 1 <sup>st</sup> September, 2017.

Signed this .....day of .....2017

Signature of Shareholder.....

Signature of Proxy holder(s).....

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 44<sup>th</sup> Annual General Meeting.

Affix  
revenue  
stamp of  
Rs.1/-