

Report

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ABG

CORPORATE INFORMATION

BOARD OF DIRECTORS

Kamlesh Kumar Agarwal

Chairman

R. G. Govindrajpuram

Director

Rishi Agarwal

Director

H. P. Prabhu

Director

Saket Agarwal

Managing Director

G. Lakshmi Prasanna

Company Secretary

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REGISTERED OFFICE

5th Floor, Bhupati Chambers,
13 Mathew Road,
Mumbai - 400 004

AUDITORS

M/s M. M. Chaturvedi & Co.
24 Atlanta, Nariman Point,
Mumbai 400 021

BANKERS

Axis Bank Limited
Bank of India
The Jammu & Kashmir Bank Limited
UCO Bank
ICICI Bank Limited
HDFC Bank Limited

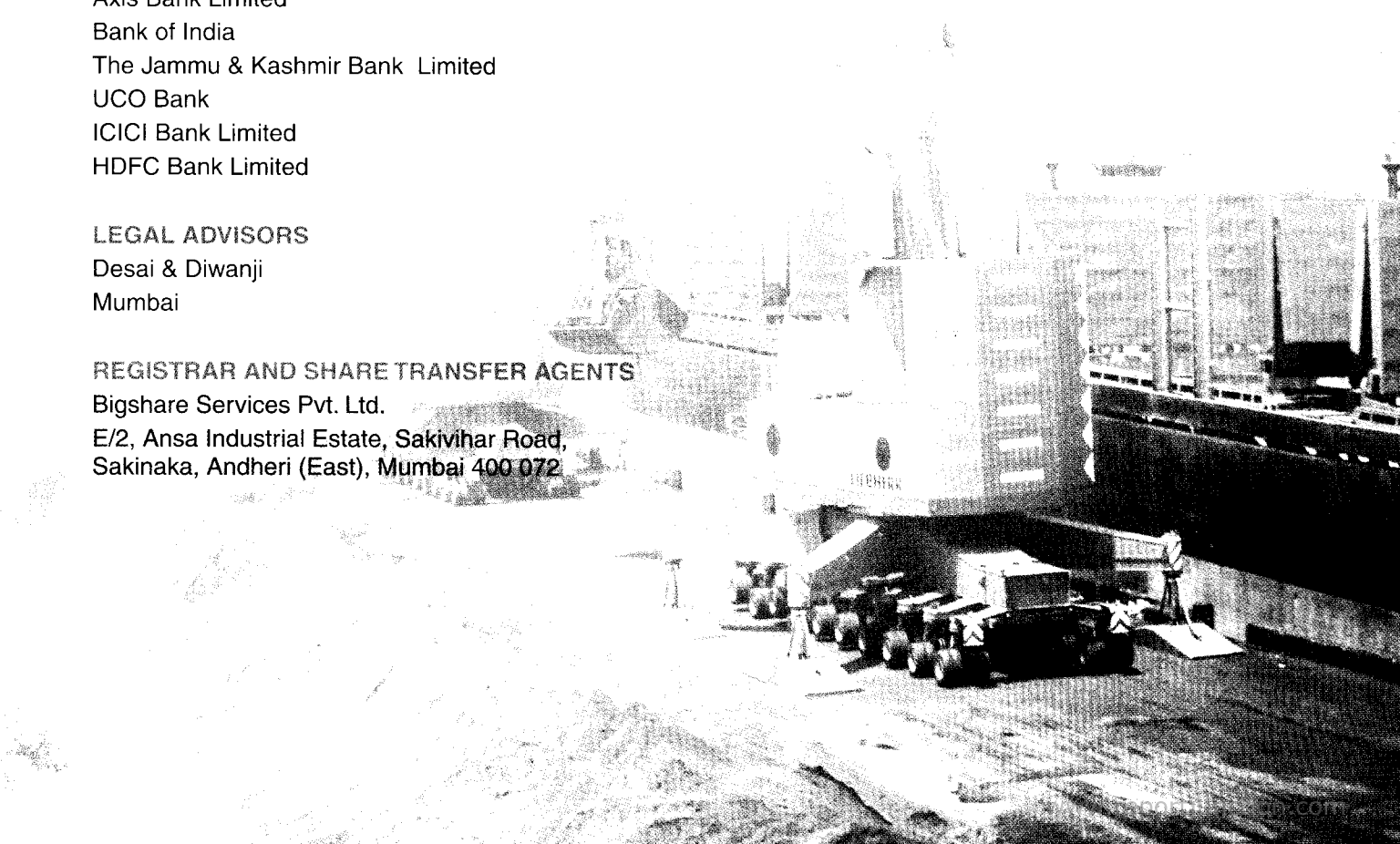
LEGAL ADVISORS

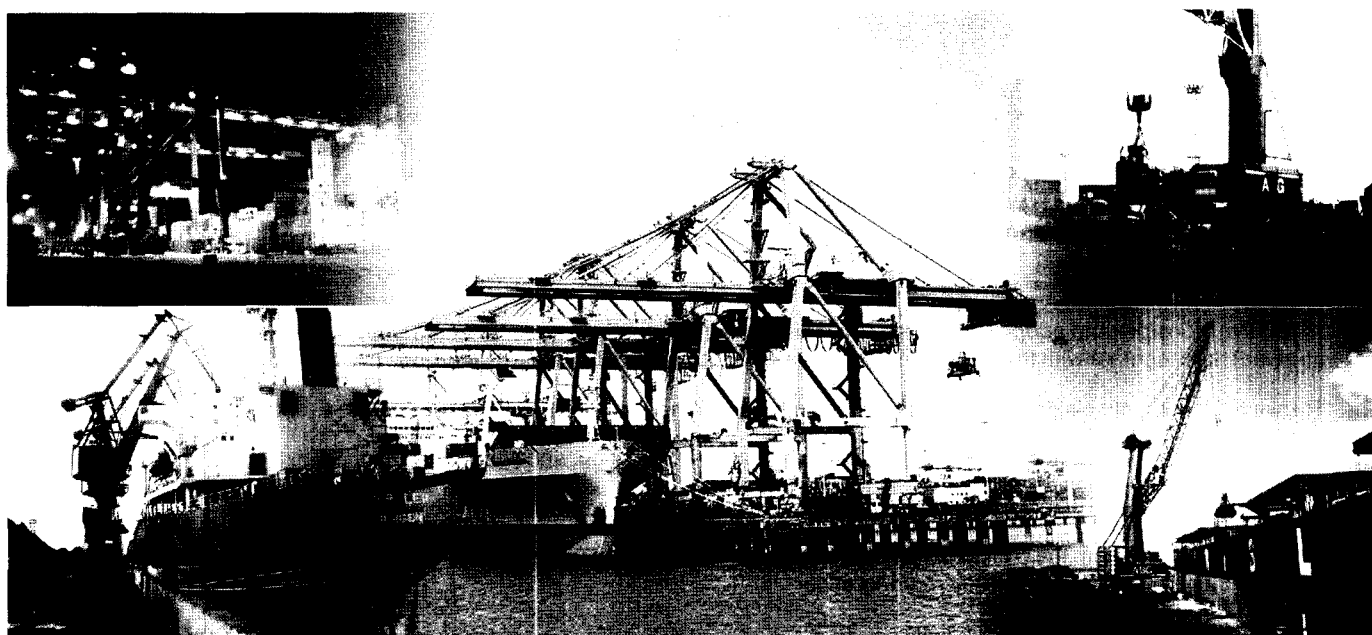
Desai & Diwanji
Mumbai

REGISTRAR AND SHARE TRANSFER AGENTS

Bigshare Services Pvt. Ltd.
E/2, Ansa Industrial Estate, Sakivihar Road,
Sakinaka, Andheri (East), Mumbai 400 072

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ABG Infralogistics Limited**Annual Report 2008-2009****CONSOLIDATED FINANCIAL HIGHLIGHTS FOR LAST 5 YEARS**

(Rs. In Crores)

Particulars	2008-09	2007-08	2006-07	2005-06	2004-05
Gross Receipts	225.87	163.54	86.32	78.81	67.92
Gross Profit before Interest and depreciation	134.47	89.26	49.89	45.88	30.23
Less: Interest	(47.89)	(28.76)	(10.32)	(6.09)	(5.34)
Less: Depreciation	(74.34)	(47.26)	(26.24)	(17.81)	(14.92)
Less: Any Extra ordinary (Loss)/Income	Nil	72.89	Nil	Nil	Nil
Profit Before Tax	12.24	86.13	13.33	21.98	9.97
Less: Provision for Taxation	(3.34)	(19.39)	(1.61)	(1.60)	(2.60)
Add/(Less): Reversal of Deferred Tax	(3.10)	2.71	(2.01)	(3.09)	1.51
Provision for Fringe Benefit Tax	(0.26)	(0.33)	(0.14)	(0.14)	Nil
Profit After Tax	5.54	69.12	9.57	17.15	8.88
Less: Minority Interest	(2.24)	(2.41)	Nil	Nil	Nil
Add: profit brought forward from earlier year	41.76	40.05	38.97	34.05	35.09
Net Profit available for appropriation	45.06	106.76	48.53	51.20	43.97
Interim Dividend on Equity Shares	6.00	11.25	-	-	-
(including Corporate Dividend Tax)					
Proposed Dividend	-	3.75	3.49	3.23	1.92
(including Corporate Dividend Tax)					
Transfer to General Reserve	0.75	50.00	5.00	9.00	8.00
Balance Carried to Balance Sheet	38.31	41.76	40.05	38.97	34.05

Gross Block	1,023.80	698.18	465.89	312.04	275.60
Net Worth	499.12	273.81	188.27	133.43	119.50
Debt: Equity	1.09:1	1.61:1	1.48:1	0.83:1	0.62:1
Cash Profit	77.92	115.56	48.70	47.39	44.41

ABG Infralogistics Limited**Annual Report 2008-2009****NOTICE**

Notice is hereby given that Twenty Fifth Annual General Meeting of ABG Infralogistics Limited will be held on Wednesday the 30th day of September 2009 at Sangam Hall, Agarwal Bhawan, 100/C, Marine Drive, Next to Indian Oil Petrol Pump, Mumbai 400 002 at 4.30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2009 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To take note of interim dividend declared on Equity Shares for the year ended 31st March 2009.
3. To appoint a Director in place of Mr. Rishi Agarwal, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. H. P. Prabhu, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 269 and 309(5B) read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Central Government, the consent of the Company be and is hereby accorded to waive the recovery of a sum of Rs. 8,45,155/- (Rupees Eight Lacs Forty Five Thousand One Hundred Fifty Five only) being excess remuneration paid to Mr. Saket Agarwal, Managing Director of the Company during the financial year 2008-09, in excess of the limits prescribed under Section 309(3) of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may deem necessary to give effect to the above resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government, or such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Saket Agarwal as Managing Director of the Company for a further period of 3 years with effect from 13th September 2009 on the terms and conditions as mentioned in the attached explanatory statement and in the draft agreement, as placed before the meeting and initialed by the Chairman for the purpose of identification; with liberty to the Board of Directors to alter, vary or modify the terms and conditions of the re-appointment in such manner as may be required and agreed to by the Board and Mr. Saket Agarwal.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of Mr. Saket Agarwal as Managing Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration to him.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute necessary agreement with such modifications and alterations, as may be required and agreed to by the Board of Directors of the Company and the Managing Director."

By order of Board of Directors

G. Lakshmi Prasanna
Company Secretary

Mumbai, 30th June, 2009

Regd. Office:
5th Floor, Bhupati Chambers,
13 Mathew Road,
Mumbai 400 004.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN CASE OF POLLING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

ABG Infralogistics Limited**Annual Report 2008-2009**

The proxy form must be lodged with the company not less than 48 hours before the time of the meeting.

- The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 26th September 2009 to Wednesday, 30th September 2009 (both days inclusive).
- Members holding shares in physical form are requested to notify/ send the intimation, if any, of their change in address and details of Bank Account, at the earliest to the Registrar & Share Transfer Agents viz: Bigshare Services Pvt. Ltd., E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400 072. Tel: 40430200 Fax: 28475207.

Members holding shares in electronic form are advised to inform changes in address/ Bank mandate, if any, directly to their respective Depository Participants.

- Mr. Rishi Agarwal and Mr. H. P. Prabhu, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. Mr. Saket Agarwal is re-appointed as Managing Director of the Company for a further period of 3 years with effect from 13th September, 2009. As required under Clause 49 of the Listing Agreement entered into with the Stock Exchange, particulars of Mr. Rishi Agarwal, Mr. H. P. Prabhu and Mr. Saket Agarwal are provided here-in-below:

Mr. Rishi Agarwal is a Management Graduate from the University of Purdue, USA and is presently Chairman of ABG Shipyard Ltd. He has experience of successfully managing various businesses for the last 16 years. His other directorships are as under:

Name of the Company	Position Held
ABG Power Private Limited	Director
ABG Cranes Private Limited	Director
ABG Kandla Container Terminal Ltd.	Director
ABG Kolkata Container Terminal Pvt. Ltd.	Director
ABG Projects & Services Ltd. (UK)	Director
ABG Ports Private Limited	Director
ABG Cement Limited	Director
ABG International Private Limited	Director
ABG Engineering & Construction Limited	Director

Mr. Rishi Agarwal does not hold any shares of the Company.

Mr. H. P. Prabhu is a seasoned banker and was with Bank of India for over 35 years. During his career in the Bank he held many important positions including the position of Principal, Management Development Institute and Zonal Manager (Pune Zone). He took Voluntary Retirement in the year 2000 while holding the post of Deputy General Manager in the Bank. His experience is of relevance and value to the business of the Company. He is Chairman of the Audit Committee and member of Investors' Grievances Committee of the Company. He does not hold any shares of the Company. He is not a director in any other Company.

- Mr. Saket Agarwal is presently Managing Director of ABG Infralogistics Limited and has vast experience and is successfully managing business for the last 22 years. His other directorships are as under:-

Name of the Company	Position Held
ABG Power Private Limited	Director
ABG Cranes Private Limited	Director
ABG Kandla Container Terminal Ltd.	Director
ABG Kolkata Container Terminal Pvt. Ltd.	Managing Director
ABG Projects & Services Ltd. (UK)	Director
ABG Ports Private Limited	Director
ABG Bulk Handling Private Limited	Director
ABG Shipyard Ltd.	Director
Onaway Industries Limited	Director
Agbross Glass Works (India) Private Limited	Director
South West Port Limited	Director

Mr. Saket Agarwal is holding 7711000 Equity Shares of the Company.

- In terms of Sections 205A and 205C of the Companies Act, 1956 the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of its transfer to Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund established by the Central Government and no claim shall lie against the said Fund or

the Company for the amount of dividend so transferred to the Fund. As no dividend was declared for the financial year 2001-2002, no amount was required to be transferred to Investor Education and Protection Fund. However, unclaimed dividend upto the financial year 2000-2001 have been transferred to Investor Education and Protection Fund.

7. Members desirous of getting any information relating to the accounts and operation of the Company are requested to send their queries at least 7 days in advance of the meeting so that the information required may be made available at the meeting.
8. Members are requested to bring their copy of Annual Report to the meeting.

By order of Board of Directors

G. Lakshmi Prasanna
Company Secretary

Mumbai, 30th June, 2009

Regd. Office:

5th Floor, Bhupati Chambers,
13 Mathew Road,
Mumbai 400 004.

ANNEXURE TO NOTICE

Explanatory statement as required under Section 173(2) of the Companies Act, 1956

Item No. 6:

Mr. Saket Agarwal was re-appointed as the Managing Director of the Company for a period of 5 years with effect from 13th September, 2004. The remuneration payable to Mr. Saket Agarwal was revised from Rs. 2 Lacs to Rs. 5 Lacs per month w.e.f. 1st October 2006 and the same was approved by the members in their Annual General Meeting held on 28th September 2007.

During the financial year 2008-09, a sum of Rs. 72,00,290/- (including employer's contribution to PF) was paid to Mr. Saket Agarwal as remuneration. As per the provisions of Section 198 read with Section 309(3) of the Companies Act, 1956, the remuneration to the Managing Director can be paid upto 5% of net profits as computed in manner provided in Section 349 of the Act. However, due to unfavorable market conditions and recession in world economy, the Company could not maintain high level of profits in comparison to the previous years. Therefore, a sum of Rs. 8,45,155/-, becomes to be in excess of 5% of net profits (as computed in manner provided in Section 349 of the Act).

As per the provisions of Section 309(5B) of the Companies Act, 1956, subject to the approval of the Central Government, the Company can waive from recovering the excess remuneration paid after according approval of the members of the Company.

The Board recommends passing of the Special Resolution as set out at item no. 6 of the Notice.

Except Mr. Kamlesh Kumar Agarwal, Mr. Rishi Agarwal and Mr. Saket Agarwal, no other Director is concerned or interested in the above resolution.

Item No. 7:

Mr. Saket Agarwal was re-appointed as the Managing Director of the Company for a period of 5 years with effect from 13th September, 2004 and his term expires on 12th September, 2009. Considering the long term association of Mr. Saket Agarwal with the Company and the valuable contribution made by him to the business and management, the Board of Directors in their meeting held on 30th June, 2009 re-appointed him as the Managing Director of the Company for a further period of 3 years with effect from 13th September, 2009. The terms of his re-appointment are as follows:

1. The Managing Director shall, subject to the supervision and control of the Board of Directors of the Company, manage the business and affairs of the Company.
2. The duties of the Managing Director shall remain the same as elaborated in the Resolution passed by the Board of Directors at its meeting held on 15th September 1994.
3. The period of Agreement shall be for three year with effect from 13th September 2009.
4. Remuneration:
 - a) Salary:
Rs. 5,00,000/- per month inclusive of dearness allowance.

ABG Infralogistics Limited**Annual Report 2008-2009****b) Commission:**

Subject to the overall ceiling under Section 198 and 309 of the Companies Act, 1956 based on the net profits of the Company for each financial year as the Board may in its absolute discretion determine.

c) Perquisites:

- i) The Managing Director shall be entitled to perquisites including fully free furnished accommodation with gas, electricity, water, furnishings, medical reimbursement and leave travel concessions for self and family, club fees, medical and personal accident insurance, etc.
- ii) The Managing Director shall be entitled to Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund upto the tax exemption limit, benefits of Gratuity and Pension Scheme, Earned Leave and encashment of Earned Leave at the end of the tenure as per rules of the Company and these shall not be included in the computation of perquisites.
- iii) Company maintained Car for use on Company's business, telephone and other communication facilities at residence will not be considered as perquisites.
- d) The Managing Director, so long as he functions as such, shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof from the date of his appointment. The Managing Director will be paid sitting fees as Director on the Boards of Company's subsidiaries on which he is/will be appointed as Director.
- e) Apart from the above terms and conditions governing remuneration, the aforesaid agreement contains further terms and conditions as to the provision for earlier determination of the appointment by either party by giving six months notice in writing to the other party, non- participation in any selling agency of the Company, reimbursement of the entertainment, traveling and all other expenses incurred by him for the business of the Company, etc.
- f) In the event of loss or inadequacy of profits in any financial year, the Managing Director shall be paid remuneration by way of salary and perquisites as specified above.

The details as required under Clause B of Section II of Part II of Schedule XIII to the Companies Act, 1956, are given here-in-below:

I General Information		
(1)	Nature of industry	The Company is engaged in the business of providing crane services at various ports.
(2)	Date or expected date of commencement of commercial production	The company is an existing company and is in operation since 1984.
(3)	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	N.A.
(4)	Financial performance based on given indicators	EPS : Rs. 5.58 Return on networth : 2.90 %
(5)	Export performance and net foreign exchange collaborations	Nil
(6)	Foreign investments or collaborators, if any.	15,00,000 Equity shares of Rs. 10/- each (11.70%) are held by PSA India (Pte.) Ltd., Singapore.
II. Information about the appointee		
(1)	Background details	Mr. Saket Agarwal was appointed as Managing Director of the Company on 15th September 1994 and thereafter re-appointed from time to time and now he is re-appointed for a further period of 3 years w.e.f. 13th September 2009. Mr. Saket Agarwal is a promoter of the Company and is associated with the Company since inception and has experience of more than 22 years in the industry.
(2)	Past Remuneration	Same as proposed
(3)	Recognition or awards	Mr. Saket Agarwal is a commerce graduate having vast experience in the industry in which the company operates.

ABG Infralogistics Limited**Annual Report 2008-2009**

	(4)	Job profile and his suitability	Mr. Saket Agarwal is engaged in day-to-day affairs of the Company and is responsible for overall management.
	(5)	Remuneration proposed	As detailed here in above.
	(6)	Comparative remuneration profile with respect to industry	The remuneration payable to Mr. Saket Agarwal is at par with the industry standards, in which it operates.
	(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Saket Agarwal is promoter director of the Company.
III.	Other information		
	(1)	Reasons of loss or inadequate profits	Due to unfavorable market conditions and recession in world economy, the Company could not maintain high level of profits in comparison to the previous years.
	(2)	Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms	By the overcome of recession in world economy, the Company hopes increased traffic on ports which would result in better profits in future years.

The draft agreement to be entered into between the Company and Mr. Saket Agarwal, incorporating the above particulars of terms of re-appointment is available for inspection at the Registered Office of the Company on all working days excluding Saturdays upto the date of the ensuing Annual General Meeting between 11.00 a.m. and 1.00 p.m.

The above details shall be considered as an abstract of the terms of appointment under Section 302 of the Companies Act, 1956.

The Board recommends passing of the Special Resolution as set out at item no. 7 of the Notice.

Except Mr. Kamlesh Kumar Agarwal, Mr. Rishi Agarwal and Mr. Saket Agarwal, no other Director is concerned or interested in the above resolution.

By order of Board of Directors

G. Lakshmi Prasanna
Company Secretary

Mumbai, 30th June, 2009

Regd. Office:
5th Floor, Bhupati Chambers,
13 Mathew Road,
Mumbai 400 004.

ADDITIONAL NOTICE

In continuation to Notice dated 30th June 2009 given for holding Twenty Fifth Annual General Meeting of ABG Infralogistics Limited to be held on Wednesday, the 30th day of September 2009 at Sangam Hall, Agarwal Bhawan, 100/C, Marine Drive, Next to Indian Oil Petrol Pump, Mumbai 400 002 at 4.30 p.m., Notice is hereby given that in addition to business mentioned in above referred notice, following additional business will also be transacted at the said Annual General Meeting:

SPECIAL BUSINESS

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

“RESOLVED THAT Mr. Ravishankar Gopalan, who was appointed as an Additional Director of the Company on 11th August, 2009 pursuant to the Articles of Association of the Company and pursuant to the provisions of Sections 260 of the Companies Act, 1956 holds office up to the date of this Annual General Meeting and in respect of whom Company has received a notice pursuant to Section 257 of the Companies Act, 1956 in writing alongwith necessary deposit, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.”

By order of Board of Directors

G. Lakshmi Prasanna
Company Secretary

Mumbai, 11th August, 2009

Regd. Office:

5th Floor, Bhupati Chambers,
13 Mathew Road,
Mumbai 400 004

Note:

Brief resume of Mr. Ravishankar Gopalan as required under Clause 49 of the Listing Agreement:

Mr. Ravishankar Gopalan is a Bachelor of Engineering in Mechanical and having 23 years experience covering in Engineering Industry & Financial Services. He is also director of Sairam Corporate Advisers Pvt. Ltd. He does not hold any shares of the Company.

ANNEXURE TO THE ADDITIONAL NOTICE**Explanatory statement as required under Section 173(2) of the Companies Act, 1956****Item No. 8:**

The Board of Directors of the Company appointed Mr. Ravishankar Gopalan as an Additional Director of the Company w.e.f. 11th August 2009. Pursuant to the provisions of Section 260 of the Companies Act, 1956, Mr. Ravishankar Gopalan holds office up to the date of the forthcoming Annual General Meeting of the Company. The Company has received a notice under Section 257 of the Companies Act, 1956 alongwith requisite deposit proposing his candidature for the office of Director of the Company at the ensuing Annual General Meeting.

The Board recommends the passing the Ordinary Resolution as set at item No. 8 of the Notice.

None of the Directors except Mr. Ravishankar Gopalan is interested or concerned in the resolution.

By order of Board of Directors

G. Lakshmi Prasanna
Company Secretary

Mumbai, 11th August, 2009

Regd. Office:

5th Floor, Bhupati Chambers
13 Mathew Road,
Mumbai 400 004

DIRECTORS' REPORT**To the Members of
ABG Infralogistics Limited**

Your Directors feel great pleasure in presenting this Twenty Fifth Annual Report of your company along with the Audited Statement of Accounts for the financial year ended 31st March, 2009.

Financial Highlights

Particulars	Amount (Rupees in Crore)	
	2008-09	2007-08
Gross Receipts	151.27	107.93
Gross Profit before Interest and Depreciation	108.66	73.18
Less : Interest	(36.50)	(18.47)
Less : Depreciation	(61.87)	(37.73)
Profit Before Extra Ordinary Items and Tax	10.29	16.98
Add: Extra Ordinary Item	-	72.89
Net Profit Before Tax	10.29	89.87
Less : Provision for Taxation	(1.34)	(18.76)
Add /(Less): Reversal of Deferred Tax	(1.60)	2.71
Provision for Fringe Benefit Tax	(0.20)	(0.27)
Profit After Tax	7.15	73.55
Add : Profit brought forward from earlier year	45.17	36.62
Net profit available for appropriation	52.32	110.17
Interim Dividend (including Dividend Distribution Tax)	6.00	11.25
Proposed Dividend (including Dividend Distribution Tax)	-	3.75
Transfer to General Reserve	0.75	50.00
Balance Carried to Balance Sheet	45.57	45.17

Operating Results and Business

During the year under review, your company has achieved significant increase in gross receipts of Rs.151.27 crore as compared to Rs. 107.93 crore in the previous financial year 2007-08. There was an increase of 40 %. Operating income during the year amounting to Rs. 46.79 crore as compared to Rs. 35.45 crore in the previous financial year, resulting in an increase of 32 %.

Your company has earned a net profit after tax from ordinary activities of the company at Rs. 7.15 crore as compared to Rs. 17.10 crore in the previous financial year 2007-2008. However, the cash profit from ordinary activities during the current year have gone upto Rs. 69.30 crores as compared to Rs.56.43 crores in 2007-08.

The year 2008-09 has been a good year for crane rental business. The company has purchased sizeable number of cranes during the year and deployed them at customers' sites. These will raise substantial revenues in the future. The year ahead also promises good scope for deployment of further cranes. Your company enjoys competitive edge due to its past reputation and long association with reputed crane manufacturers.

During the year, the Company commenced commercial operations at Vishakhapatnam Port and achieved impressive turnover, the full impact of which will be realized in the ensuing year.

ABG Kolkata Container Terminal Pvt. Ltd. a subsidiary of your company has registered satisfactory growth in throughput and operational receipts, this year. Year on year container volume handled by your Company has grown by 6% which is very good considering the overall reduction in container throughput due to recessionary trends. During this year **ABGKCTPL** handled 61% of the container throughput of the Kolkata dock system. The company has achieved gross receipts of Rs. 20.85 crore as compared to Rs. 16.09 crore in the previous financial year.

ABG Kandla Container Terminal Ltd. a subsidiary of your company has completed second full year of commercial operations at Kandla Port and achieved a turnover of Rs. 51.83 Crores, which is a reasonably good performance considering the delays by Kandla Port Trust in compliance with its obligations.

ABG Projects and Services Ltd. (UK) is a subsidiary of your company incorporated in the UK.

ABG Ports Private Ltd. a subsidiary of your company was incorporated on 23rd April 2008 with the objective of consolidation and development of port, infrastructure, cargo handling activities and other related business.