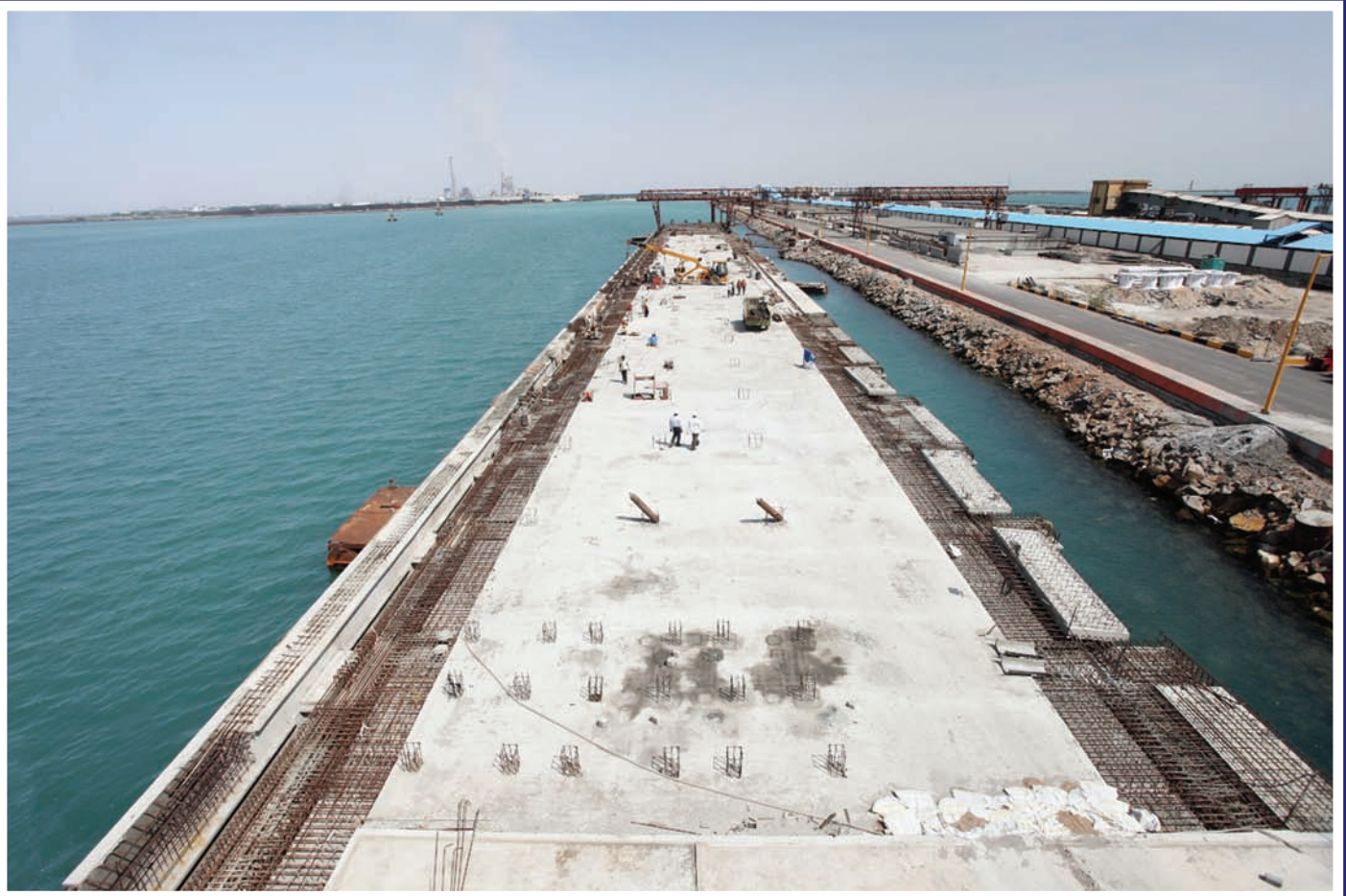


ABG Infralogistics Limited



CORPORATE INFORMATION

Index

Page Nos.

Notice	5
Directors' Report	9
Management Discussion & Analysis	13
Report on Corporate Governance	15
Auditors' Report on Corporate Governance	25
Auditors' Report of ABG Infralogistics Limited	27
Financial Result of ABG Infralogistics Limited	31
Auditors' Report on Consolidated Financial Statements	53
Consolidated Financial Statements	55
Financial Summary of Subsidiary Companies	76
Attendance Slip and Proxy Form	77

Board of Directors

Kamlesh Kumar Agarwal

Saket Agarwal

Haleangadi Panduranga Prabhu

Govindrajpuram Ramasubramanian Gayatrivallabhan

Ravishankar Gopalan

Company Secretary

Ritul Parmar

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
YES Bank Limited

Legal advisors

Desai & Diwanji

Registrar and share transfer agent

Bigshare Services Private Limited
E/2, Ansa Industrial Estate, Sakivihar Road
Sakinaka, Andheri (East), Mumbai 400 072

Annual General Meeting

Date : Monday, September 30, 2013
Time : 4.30 p.m.
Venue : Sangam Hall, Agarwal Bhawan,
100/C Marine Drive,
Next to Indian Oil Petrol Pump,
Mumbai 400 002.



STANDALONE FINANCIAL RESULTS FOR LAST 5 YEARS

(₹ In Crores)

Particulars	2012-13	2011-12	2010-11	2009-10	2008-09
Gross Receipts	104.88	155.34	149.60	155.90	151.27
Gross Profit before Interest and depreciation	56.92	91.87	91.05	102.20	108.66
Less: Interest	(31.59)	(33.61)	(35.60)	(39.69)	(36.50)
Less: Depreciation	(36.93)	(42.95)	(45.20)	(46.57)	(61.87)
Add: Any Extra ordinary (Loss)/ Income	-	-	-	-	-
Profit Before Tax	(11.60)	15.31	10.25	15.94	10.29
Less: Provision for Taxation	-	-	-	(1.55)	(1.34)
Add/(Less): Reversal /(Provision) of Deferred Tax	(5.32)	(4.23)	(1.90)	(3.95)	(1.60)
Add: Provision for Fringe Benefit Tax	-	-	-	-	(0.20)
Add/(less):Reversal/(Provision) for Tax for earlier year	-	-	(0.08)	(0.01)	-
Profit After Tax	(6.28)	11.08	8.43	10.43	7.15
Add: Profit brought forward from earlier year	53.44	49.92	48.92	45.57	45.17
Net Profit available for appropriation	53.44	60.99	57.35	56.00	52.32
Interim Dividend on Equity Share	-	6.44	6.44	5.98	6.00
(including Corporate Dividend Tax)	-	-	-	-	-
Proposed Dividend	-	-	-	-	-
(including Corporate Dividend Tax)	-	-	-	-	-
Transfer to General Reserve	-	1.11	1.00	1.10	0.75
Balance Carried to Balance Sheet	47.16	53.44	49.91	48.92	45.57
Gross Block	627.45	654.99	661.29	673.92	771.16
Net Worth	230.77	237.05	232.41	251.29	246.84
Debt: Equity	0.70:1	0.86:1	1.35:1	1.39:1	1.99:1
Cash Profit	30.65	54.03	53.63	57.00	69.30



NOTICE

Notice is hereby given that 29th Annual General Meeting (AGM) of the members of **ABG Infralogistics Limited** will be held on Monday, September 30, 2013 at 4.30 p.m. at Sangam Hall, Agarwal Bhawan, 100/C Marine Drive, Next to Indian Oil Petrol Pump, Mumbai 400 002, to transact the following business:

Ordinary Business

1. To consider and adopt the audited Balance Sheet as at March 31, 2013, the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. R.G. Govindrajpuram, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
 "RESOLVED THAT M/s M.M. Chaturvedi & Co., Chartered Accountants (Firm Registration No 112941W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of the this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors."

By order of the Board of Directors

Kamlesh Kumar Agarwal
Chairman

May 30, 2013

Regd. Office:

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

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing proxy should however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.**
2. In terms of Article 128 of the Articles of Association of the Company read with Section 256 of the Companies Act, 1956, Mr. R.G. Govindrajpuram, retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The Board of Directors of your Company recommends his re-appointment.
3. The Brief details as required under clause 49(IV)(G) of the Listing Agreement with the Stock Exchanges in India in respect of the director proposed to be re-appointed at the Annual General Meeting is annexed hereto.
4. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
5. Members/proxies should fill in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of annual report to the Meeting.
6. In case of joint holders attending the Meeting, only one such joint holder who is the first in the order of names will be entitled to vote.
7. Members who hold share(s) in electronic form are requested to write their DP Id and Client Id number and those who hold share(s) in physical form are requested to write their folio numbers in the Attendance Slip for attending the Meeting to facilitate their identification at the Meeting.
8. Members holding shares in the physical form are requested to advise any change of address immediately to the Company/ Registrar and Transfer Agents viz., Bigshare Services Private Limited.
9. Non-resident Indian members are requested to inform Bigshare Services Private Limited immediately on:
 - a. the change in the residential status on return to India for permanent settlement, and

- b. the particulars of the bank accounts maintained in India with complete name of Bank, branch, account type, account number and address of the bank, if not furnished earlier.
10. The Company's Register of Members and Share Transfer Books will remain closed from Wednesday, September 25, 2013 to Monday, September 30, 2013 (both days inclusive).
11. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
12. Pursuant to provisions of Sections 205A(5) and 205C of the Companies Act, 1956, the Company has transferred all unclaimed/unpaid dividends in respect of the financial years 1996-97 to 2004-05, to the Investor Education and Protection Fund established by the Central Government.

Members who have not yet encashed their dividend warrant(s) for the financial years ended March 31, 2006 onwards are requested to make their claims to the Company without any delay. Members may please note that no claim shall lie either against the Fund or the Company in respect of dividend which remain unclaimed and unpaid for a period of seven years from the date it is due for payment and no payment shall be made in respect of such claims.
13. 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.
14. To avoid loss of dividend warrants in transit and undue delay in respect of receipt of dividend warrants, the Company has provided a facility for remittance of dividend to the Members through the National Electronic Clearing System (NECS). NECS essentially operates on the new and unique bank account number allotted by banks post implementation of Core Banking Solutions for centralized processing of inward instructions and efficiency in handling bulk transactions. The NECS facility is available at locations identified by the Reserve Bank of India from time to time and covers most of the cities and towns. Members holding shares in physical form and desirous of availing this facility are requested to contact the Company's Registrars and Transfer Agents.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Registrars and Transfer Agents viz., Bigshare Services Private Limited.

By order of the Board of Directors

Kamlesh Kumar Agarwal
Chairman

May 30, 2013

Regd. Office:

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

Important Communication to Members

Ministry of Corporate Affairs ("MCA") has taken a 'Green initiative in the Corporate Governance vide Circular No.17/ 2011 dated 21.4.2011 by allowing the service of documents on members by a Company through electronic mode. Accordingly the Company proposes to send documents like notice convening the General Meetings, audited financial statements, directors' report, auditors' report or any other document, to the members in electronic form at the email address provided by them and/or made available to the Company by their Depositories.

All the shareholders are requested to register their email ids with the Registrar/Depository Participant enabling the Company to send annual report and other documents in electronic mode.

ANNEXURE

Details of Director seeking appointment/re-appointment in the 29th Annual General Meeting:

Mr. R. G. Govindrajpuram, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. As required under Clause 49 of the Listing Agreement entered into with the Bombay Stock Exchange, particulars of Mr. R.G. Govindrajpuram is being provided here-in-below:

Name of Director	Mr. R.G. Govindrajpuram
Date of Birth	15/01/1930
Date of appointment/re-appointment	05/03/2002
Qualification	B.E. (Hons) in Electrical and Mechanical Engineering
Experience and Expertise in Specific Functional area	Mr. R. G. Govindrajpuram is an Engineering Graduate with wide experience of over 30 years in the operation and management of major ports in India. He retired as Chief Mechanical Engineer from Mumbai Port Trust, a position held by him for over 10 years. His experience has a direct bearing on the area of operation of the company.
Directorships held in other companies	NIL
Committee positions held in other companies	NIL
No. of shares held in ABG Infralogistics Limited	NIL

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DIRECTORS' REPORT

Dear Shareowners,

Your Directors have pleasure in presenting the 29th Annual Report on the performance of your company and the audited statement of accounts for the financial year ended March 31, 2013.

Financial Results

The performance of the Company for the financial year ended March 31, 2013 on standalone basis is summarized below:

Particulars	Amount (in ₹)	
	2012-13	2011-12
Gross Receipts	1,04,88,04,044	1,55,34,12,191
Gross Profit before Interest and Depreciation	58,51,16,645	98,47,98,794
Less : Finance Cost	33,17,73,880	40,21,28,862
Less : Depreciation	36,93,75,179	42,95,58,407
Profit Before Tax	(11,60,32,414)	15,31,11,525
Less : Provision for Taxation	-	-
Less: Provision of Deferred Tax	(5,32,25,501)	4,23,38,054
Less: Short Provision for Tax	-	-
Profit After Tax	(6,28,06,913)	11,07,73,471
Add : Balance in Profit & Loss Account	53,44,30,392	49,91,53,048
Net profit available for appropriation	-	60,99,26,519
Less: Appropriations		
Interim Dividend		
(including Dividend Distribution Tax)	-	6,43,96,127
Proposed Dividend		
(including Dividend Distribution Tax)	-	-
Transfer to General Reserve	-	1,11,00,000
Closing Balance of Profit & Loss Account	47,16,23,479	53,44,30,392

Operating Results and Business

During the year under review, your Company recorded a Gross Receipts of ₹ 104.88 crore vis-a-vis ₹ 155.34 crore in the previous year. Your company has recorded a net loss of ₹ 6.28 crore as compared to a net profit after tax of ₹ 11.07 crore in the previous financial year.

Dividend

Your Directors have not recommended any dividend on Equity Shares for the year under review.

Pursuant to the provisions of Section 205A (5) of the Companies Act, 1956, final dividend for the year 2004-05 which remained unpaid or unclaimed for a period of 7 years, amounting to ₹1,53,444/- has been transferred by the Company to the Investors' Education and Protection Fund (IEPF).

Directors

Mr. R.G. Govindrajpuram, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting.

The Brief resume of Mr. R.G. Govindrajpuram, Director who is to be re-appointed at the ensuing AGM, nature of his expertise in specific functional areas, names of companies in which he holds directorship, committee membership/ chairmanship etc., are furnished in the Annexure to the notice forming part of the Annual Report.

Directors' Responsibility Statements:

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

- i) in the preparation of the Annual Accounts for the year ended March 31, 2013, the applicable Accounting Standards have been followed and there is no material departure from the same;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2013 and of the loss of the company for the year ended on that date;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- iv) the Directors have prepared the accounts for the year ended March 31, 2013 on a going concern basis.

Auditors and Auditors' Report

M/s. M.M. Chaturvedi & Co, Chartered Accountants, the Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received letter from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and they are not disqualified from such re-appointment within the meaning of Section 226 of the Companies Act, 1956.

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further explanation under Section 217 of the Companies Act, 1956.

Consolidated Financial Statements

The Audited Consolidated Financial Statements based on the Financial Statements received from subsidiaries as approved by their respective board of directors have been prepared in accordance with Accounting Standard (AS-21) on 'Consolidated Financial Statements' notified under Section 211(3C) of the Companies Act, 1956 read with Companies (Accounting Standards) Rules, 2006, as applicable.

Corporate Governance

Pursuant to Clause 49 of the Listing Agreement with Bombay Stock Exchange, Management Discussion and Analysis, Corporate Governance Report and Auditors' Certificate regarding compliance of conditions of Corporate Governance are made a part of this Annual Report.

Subsidiaries

The Company has the following subsidiaries:

1. ABG Kolkata Container Terminal Private Limited
2. ABG Kandla Container Terminal Limited
3. ABG Projects & Services Limited (U.K.)
4. ABG Ports Limited
5. West Quay Multiport Private Limited

And the following are the step down subsidiaries of the Company:

1. ALBA Asia Private Limited (formerly ABG-LDA Bulk Handling Private Limited)
2. Haldia Bulk Terminals Private Limited
3. ALBA Marine Private Limited (formerly ABG-LDA Marine Private Limited)
4. ABG Container Handling Private Limited
5. ABG Turnkey Private Limited
6. Tuticorin Coal Terminal Private Limited
7. Vizag Agriport Private Limited
8. Dakshin Bharat Gateway Terminal Private Limited