

ABG Infralogistics Limited



Annual Report 2015

CORPORATE INFORMATION

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Board of Directors

Kamlesh Kumar Agarwal

Saket Agarwal

R.G.Govindrajpuram

Ravishankar Gopalan

Kumkum Agarwal

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

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 : Wednesday, September 30, 2015

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	2014-15	2013-14	2012-13	2011-12	2010-11
Gross Receipts	77.43	76.34	104.88	155.34	149.60
Gross Profit before Interest and depreciation	32.63	37.68	56.92	91.87	91.05
Less: Interest	(31.50)	(30.18)	(31.59)	(33.61)	(35.60)
Less: Depreciation	(22.59)	(35.00)	(36.93)	(42.95)	(45.20)
Add: Prior period Income/(Expenses)	1.55	-	-	-	-
Add: Any Extra ordinary (Loss)/ Income	-	-	-	-	-
Profit/(Loss) Before Tax	(19.90)	(27.50)	(11.60)	15.31	10.25
Less: Provision for Taxation	-	-	-	-	-
Add/(Less): Reversal /(Provision) of Deferred Tax	6.21	9.20	5.32	(4.23)	(1.90)
Add/(less):Reversal/(Provision) for Tax for earlier year	-	-	-	-	0.08
Profit/(Loss) After Tax	(13.69)	(18.30)	(6.28)	11.08	8.43
Add: Profit brought forward from earlier Year	28.86	47.16	53.44	49.92	48.92
Net Profit available for appropriation	15.17	28.86	53.44	60.99	57.35
Interim Dividend on Equity Share	-	-	-	6.44	6.44
(including Corporate Dividend Tax)	-	-	-	-	-
Proposed Dividend	-	-	-	-	-
(including Corporate Dividend Tax)	-	-	-	-	-
Transfer to General Reserve	-	-	-	1.11	1.00
Balance Carried to Balance Sheet	15.17	28.86	47.16	53.44	49.91
Gross Block	606.10	629.20	627.45	654.99	661.29
Net Worth	198.47	212.47	230.77	237.05	232.41
Debt: Equity	1.08:1	1.12:1	1.07:1	0.86:1	1.35:1
Cash Profit	12.11	16.70	30.65	54.03	53.63



NOTICE

Notice is hereby given that Thirty First Annual General Meeting (AGM) of the members of **ABG Infralogistics Limited** will be held on Wednesday, September 30, 2015 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 Standalone Financial Statements of the Company for the financial year ended on March 31, 2015, and the reports of the Board of Directors and Auditors thereon.
2. To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2015 and the reports of the Auditors thereon.
3. To appoint a Director in place of Mr. Kamlesh Kumar Agarwal (DIN: 00162612), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Mrs. Kumkum Agarwal (DIN:00944021) as Director of the Company, liable to retire by rotation.
5. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee, M/s M.M. Chaturvedi & Co., Chartered Accountants (Firm Registration No 112941W), be and are hereby re-appointed statutory auditors of the Company from the conclusion of the ensuing AGM until the conclusion of the next AGM of the Company on a remuneration to be determined by the Board of Directors."

Special Business

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no 15 of the Companies (Meeting of Board and its Powers) Rules 2014 and Clause 49 of the Listing Agreement entered, the consent be and is hereby accorded for entering into related party transactions by the Company with the ALBA Asia Private Limited, a Related Party as defined under Section 2(76) of the Companies Act, 2013 and Clause 49(VII) of the Listing Agreement for sub-contracting and sale of services or any other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and ALBA Asia Private Limited for an amount not exceeding in aggregate ₹ 30 crore in each financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, and to finalize the terms and conditions as may be necessary, expedient or desirable, in order to give effect to this resolution."

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 (Act), and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Companies (Incorporation) Rules 2014 and Companies (Incorporation) Amendment Rules, 2015 and subject to the approval of the Registrar of Companies, Mumbai, the name of the Company be changed from "ABG Infralogistics Limited." to "Starlog Enterprises Limited".

RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:

I. The name of the Company is Starlog Enterprises Limited

RESOLVED FURTHER THAT the extant name of the Company wherever appearing in the Memorandum and Articles of Association be changed accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as deemed necessary to give effect to this resolution."

By order of the Board of Directors

Kamlesh Kumar Agarwal
Chairman

Mumbai, August 26, 2015

Corporate Identification Number (CIN): L63010MH1983PLC031578

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. A person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. 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.
3. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Kamlesh Kumar Agarwal, retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The Board of Directors of your Company recommend his re-appointment.
4. The Brief details as required under clause 49(IV)(G) of the Listing Agreement entered into with BSE Limited in respect of the Directors proposed to be appointed/re-appointed at the AGM is annexed hereto.
5. 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 AGM.
6. 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.
7. 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.
8. 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.
9. Members holding shares in the physical form are requested to advise any change of address immediately to the Company / Registrar and Transfer Agents (RTA) viz., Bigshare Services Private Limited (hereinafter referred to as "RTA").
10. Non-resident Indian members are requested to inform RTA 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.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 21, 2015 to Wednesday, September 30, 2015 (both days inclusive).
12. 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.
13. Under the Companies Act, 1956 dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government. An amount of ₹1,74,483, being unclaimed/unpaid dividend of the Company for the financial year ended March 31, 2007 was transferred in October, 2014 to IEPF. No claim lies against the Company in respect thereof.

Due dates of transferring unclaimed/unpaid dividends declared by the Company for the financial year 2007-08(interim and final) and thereafter to IEPF are:-

Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid / unclaimed dividend
March 31, 2008 (Final)	September 25, 2008	October 24, 2015
March 31, 2009 (Interim)	April 27, 2009	May 26, 2016
March 31, 2010 (Interim)	April 24, 2010	May 23, 2017
March 31, 2011 (Interim)	March 22, 2011	April 20, 2018
March 31, 2012 (Interim)	November 14, 2011	December 13, 2018

14. Members who have not encashed their dividend warrants so far in respect of the aforesaid periods, are requested to make their claim to Bigshare Services Private Limited (RTA), well in advance of the above due dates. It may be noted that once the amounts in the unpaid dividend accounts are transferred to IEPF, no claim shall lie against the IEPF or the Company in respect thereof and the Members would lose their right to claim such dividend. Members desirous of getting any information relating to 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.

15. Members holding shares in electronic form are requested to submit the PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send their share certificates to Bigshare Services Private Limited (RTA), for consolidation into a single folio.
17. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with Bigshare Services Private Limited (RTA), for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
18. Electronic copy of the Notice of the Thirty first Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Thirty First Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

19. Voting through electronic means

- I. In compliance with provisions of Section 107 and 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and any other applicable provisions of the Companies Act, 2013 and in further pursuance to the revised Clause 35B of the Listing Agreement issued by the Securities and Exchange Board of India (SEBI) vide Circular No. CFD/Policy Cell/2/2014, effective April 17, 2014, the Company is pleased to provide to its members the facility to exercise their right to vote at the Thirty First Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on September 27, 2015 (9:00 am) and ends on September 29, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL (for members whose email ids are registered with the Company/Depository Participants):
 - (i) Open email and open pdf file viz; "ABG e-voting pdf" with your Client Id or Folio No. as user id. The said pdf file contains your password/PIN for e-voting.
 - (ii) Launch internet browser by typing the following URL: <https://evoting.nsdl.com>
 - (iii) Click on Shareholder-Login
 - (iv) Put user id and password as initial password/PIN noted in step (i) above. Click login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-voting. Active Voting cycles.
 - (vii) Select "EVEN" of ABG Infralogistics Limited.
 - (viii) Now you are ready for e-voting as cast vote page opens.
 - (ix) Cast your vote by selecting appropriate action and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successful" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (ie. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG 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, to the Scrutinizer through e-mail to csritulparmar@gmail.com with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of AGM (for members whose email ids are not registered with the Company/Depository Participants or requesting physical copy):

(i) Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM:

EVEN (E VOTING EVENT NUMBER) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl.No (ii) to Sl.No (xii) above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for shareholders available at the downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for securing future communication(s).
- V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2015.
- VI. Any person who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date ie. September 23, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Ms. Shubhangi Wanivadekar, M/s Bigshare Services Private Limited, Tel: 022 4043 0306, email: shubhangi@bigshareonline.com
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VIII. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- IX. Mr. Ritul Parmar, Company Secretary in Whole Time Practice (Membership No. 31583) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- X. The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than three(3) days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The results declared alongwith the report of the Scrutinizer shall be placed on the Company's website www.abgworld.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately communicated to BSE Limited.

By order of the Board of Directors

Kamlesh Kumar Agarwal
Chairman

Mumbai, August 26, 2015

Corporate Identification Number (CIN): L63010MH1983PLC031578

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.

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 6

The Company is, inter alia, engaged in the business of crane rental. The Company in the ordinary course of its business, sub-contracts services to ALBA Asia Private Limited.

ALBA Asia Private Limited is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Clause 49 VII of the Listing Agreement.

Transactions for sub-contracting and sale of services with ALBA Asia Private Limited may become material in nature as these transactions may exceed 10% of the annual turnover of the Company. Thus, in terms of Explanation(ii) to Clause 49 VII (E) of the Listing Agreement, these transactions would require the approval of the Members by way of a Special Resolution.

The particulars of the contracts/arrangements/transactions are as under:

Particulars	Information
Name of Related Party	ALBA Asia Private Limited
Name of Director(s) or Key Managerial Personnel who is related	Mr. Saket Agarwal, Common Director
Nature of Relationship	The companies are joint venture partners
Material terms of the contracts/arrangements/transactions	Sub-contracting and sale of services on arm's length basis
Monetary Value	Not exceeding ₹ 30 crores in each financial year
Are transactions in the ordinary course of business	Yes
Are transactions on arm's length basis	Yes
Whether the transaction would meet the arm's length standard in the opinion of the Company's Transfer Pricing Consultants.	Yes
Whether the transactions have been approved by the Audit Committee and the Board of Directors	Yes
Any other information relevant or important for the members to make a decision on the proposed transactions	None

Except for Mr. Saket Agarwal, Common Director in both the Companies none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for the approval of the members in terms of Clause 49 VII (E) of the Listing Agreement.

Item No. 7

The change in name of the Company shall benefit the Company with an independent identity as well as encompassing the diverse business prospects of the Company.

It has been decided by the Board of Directors of the Company (the Board) that the name of the Company be changed to "Starlog Enterprises Limited". The availability of the name Starlog Enterprises Limited for use by the Company has been confirmed by the Office of Registrar of Companies, Mumbai.

Consequent to the change in the name of the Company an alteration in the Clause I i.e. the Name Clause of the Memorandum of Association would be required and further, alterations in the rest of the Memorandum of Association and the Articles of Association of the Company would also be required, wherever the extant name of the Company appears.

Since prior consent of the members by way of a special resolution is required for affecting any change in the name of a Company, consent of the members to the change in the name of the Company, as aforesaid, is being sought in terms of the special resolution set out at item no.7 of the Notice.

Upon receipt of approval of the members, the Company shall make an application to the Registrar of Companies, Mumbai for approving the change in the name of the Company and issuing a fresh certificate of incorporation to the Company in the new name as aforesaid, upon receipt of which the Company shall make the required alterations in the Memorandum and Articles of Association of the Company so that the said documents reflect the new name as aforesaid, in place of the ABG Infralogistics Limited., the current name of the Company.

None of the Directors and Key Managerial Persons of the Company or their relatives is/are in any way concerned or interested, in the said resolution.

By order of the Board of Directors

Kamlesh Kumar Agarwal
Chairman

Mumbai, August 26, 2015

Corporate Identification Number (CIN): L63010MH1983PLC031578

Regd. Office:

5th Floor, Bhupati Chambers

13 Mathew Road, Mumbai – 400 004

ANNEXURE

Details of Directors seeking appointment/re-appointment in the Thirtieth Annual General Meeting:

Name of Director	Mr. Kamlesh Kumar Agarwal	Mr. Kumkum Agarwal
Date of Birth	26/06/1941	02/05/1946
Date of appointment/re-appointment	30/09/2008	31/03/2015
Qualification	SSC	HSC
Experience and Expertise in Specific Functional area	Mr. Kamlesh Kumar Agarwal is presently, Managing Director, Onaway Industries Ltd and is having experience of successfully managing various businesses for the last 50 years	Mrs. Kumkum Agarwal is having experience in managing day to day affairs of large number of companies.
Directorships held in other companies	<ol style="list-style-type: none"> 1. Agbros Glass Works (India) Private Limited 2. PFS Shipping (India) Limited 3. Onaway Industries Limited 4. ABG Kolkata Container Terminal Private Limited 5. Kandla Container Terminal Private Limited 6. ABG Acquafarm Private Limited 7. ABG Power Private Limited 8. Tusker Cranes Private Limited 	<ol style="list-style-type: none"> 1. Agbros Glass Works (India) Private Limited 2. Agbros Leasing & Finance Private Limited 3. Highgate Terminals Private Limited 4. Megalift Material Handling Private Limited 5. Indami Investments Private Limited 6. Tagus Engineering Private Limited
Committee positions held in other companies	<ol style="list-style-type: none"> 1. Kandla Container Terminal Private Limited – Audit Committee 2. ABG Kolkata Container Terminal Private Limited – Audit Committee 	Nil
No. of shares held in ABG Infralogistics Limited	Nil	Nil