



Oil & Gas



Power



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Infrastructure

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global
businesses

Aqua Logistics Limited

12th Annual General Meeting

Day & Date : Friday, September 30, 2011

Time : 10.00 a.m

Venue : VITS Hotel Crystal Hall,
Andheri - Kurla Road,
Andheri (E), Mumbai - 59

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CORPORATE INFORMATION

Board of Directors

Mr. Rajesh G. Uchil	Chairman
Mr. M. S. Sayad	Vice-Chairman
Mr. Harish G. Uchil	Managing Director & Chief Executive Officer
Mr. B. S. Radhakrishnan	Independent Director
Mr. V. S. Narayanan	Independent Director
Mr. Ravi Sharma	Independent Director

Chief Financial Officer

Mr. C. R. Karikal Valavan

Company Secretary & Compliance Officer

Mr. Bhupendra N. Shah

STATUTORY AUDITORS

M/S. Anil Nair & Associates,
Chartered Accountants
"Casablanca", 6 Casa Major Road,
Egmore, Chennai - 600 008.

Secretarial Auditor

M/S. Pankaj & Associates
Company Secretaries
505/panchsheel-4/B, Raheja Township,
Malad (East), Mumbai - 400 097.

Bankers

Bank of India

Registered Office & Corporate Office

5th Floor, B-Wing, Trade Star,
Andheri-Kurla Road, Andheri (E),
Mumbai – 400059, Maharashtra

Mumbai Office

5th Floor, A-Wing, Trade Star,
Andheri-Kurla Road, Andheri (E),
Mumbai – 400059, Maharashtra

Bangalore Office

305/A, 7th main, HAL, 3rd stage,
Bangalore – 560075

Delhi Office

RZ-B-IA, Ground floor & 1st Floor
Masoodpur village, Vasant Kunj,
New Delhi – 110070

Chennai Office

Office Unit B, 9th floor, EGA Trade Centre,
809, Poonamallee High road, Kilpauk,
Chennai - 600010

Kolkata Office

M.A. Business Centre, 113, Ground Floor,
Poddar Point, Park street, Kolkata – 700 016

Wholly-owned Subsidiary Companies

Hong Kong Office

Aqua logistics HK Pvt. Ltd.
6/F Alexandra House, 18 Charter Road,
Central Hong Kong

Sharjah Office

Aqua Logistics, FZE
P.O. Box: 122421,
SAIF-Zone, Sharjah, U.A.E

Malaysia Office

Aqua Logistics (M) SDN.BHD.
No. 78A, 1st Floor, Jalan Ipoh,
51200 Kuala Lumpur.

Registrar And Transfer Agents

M/s Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai 400078

Website: www.aqualogistics.com

E-mail: investor@aqualogistics.com

Corporate Identity Number (CIN)

L63090MH1999PLC121803

Demat ISIN NSDL and CDSL

INE544K01026

Listing

Bombay Stock Exchange | National Stock Exchange
Luxembourg Stock Exchange

Scrip Code

BSE: 533159 Bloomberg: AQUA:IN
NSE: AQUA Reuters: AQUA.NS
Luxembourg : US03837W1027 (GDR)

From Chairman's Desk

Dear Shareholders,

I am very happy to present before you the annual performance summary along with major milestones achieved by your company in the Year 2010-11.

As the fiscal 2011 year came to a close, we looked toward the horizon and saw a broader and brighter future taking shape for Aqua Logistics.

Navigating through another challenging year in which the recession held on longer than expected and the economic recovery sputtered, we continue to diligently focus on those factors over which we have control. While slow growth conditions during most of the year offered little impetus, we seized the opportunity to intentionally broaden our horizons.

We broadened our horizons by

- *Expanding our presence*
- *Reaching out to new customers*
- *Creating an industry focus*
- *Developing our next generation of leaders.*

Knowing that our future is brighter in end to end logistics services, we took important steps to strategically acquire companies that fit into our scheme of plans and add immense value to our entire portfolio. Among these acquisitions was Aqua Star Distribution Logistics Pvt. Ltd., which offer organized last mile distribution services.

We also added Aqua Nikkos Logistics Pvt. Ltd., a 3rd Party Logistics provider that strives to deliver the highest standards in the global logistics solutions provider industry, to our portfolio.

This makes us the only truly end-to-end player in the country with proven expertise in the following areas – Project Logistics, Logistics Sourcing & Procurement, Distribution Management, Technology Solutions and Logistics Management & Supply Chain Consulting.

As our horizons broadened, they began to brighten as well. While we have not yet returned to the level of financial performance that all of our stakeholders desire, top line trends were positive as the year progressed. During the year Income from Operations improved to ₹ 380.88 Crores in FY 2011 from ₹ 322 Crores in FY 2010, an increase of 19% year on year, and the Net Profits increase by 9% to ₹ 22.39 from ₹ 20.54 in FY 2010.

The economic outlook for the current business year is favorable, although potential for a setback is still present, considering the turbulent economy, rising commodity prices and slower international trade.

We have proven our capabilities, even under the most difficult economic conditions, thus we are very confident of a future of growth which is above par.

I thank all members of the management and all employees for their committed and valuable contributions to the Group's development and the very good results achieved. I also thank all customers and partners for their confidence in Aqua Logistics and good business relations the Group enjoyed with them.

Rajesh G. Uchil
Chairman

Notice

NOTICE is hereby given that the 12th Annual General Meeting of the Members of Aqua Logistics Limited will be held on Friday September 30, 2011 at 10.00 A.M. at Crystal Hall, VITS Hotel, Andheri Kurla Road, Andheri (E), Mumbai 400059 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2011 and the Profit & Loss Account for the financial year ended on that date together with the Report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr.B.S.Radhakrishnan who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Anil Nair & Associates, Chartered Accountants, as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit to pass with or without modification/s the following as an Special Resolution:
“**RESOLVED THAT** pursuant to the provisions of Section 198, 309, 317 and all other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII thereto, approval be and are hereby accorded for the enhancement in the salary, perquisites, allowances payable to Mr. Rajesh G. Uchil, Chairman & Whole Time Director, Mr. M.S.Sayad, Vice Chairman & Whole Time Director & Mr. Harish G. Uchil, Managing Director & Chief Executive Officer, with the effect from 1st April, 2011, for the remainder of the tenure of their respective terms and extension of appointment for a further period of 3 years w.e.f 1st June, 2012 on the above said enhancement of remuneration.

RESOLVED FURTHER THAT where in any financial year closing after 31st March, 2011, the Company has no profit or its profit are inadequate, the Company do pay to Mr. Rajesh G. Uchil, Chairman & Whole Time Director, Mr. M.S.Sayad, Vice Chairman & Whole Time Director & Mr. Harish G. Uchil, Managing Director & Chief Executive Officer, remuneration by way of salary, perquisites and allowances not exceeding the ceiling limit specified under Part B of Section II of Part II of Schedule XIII to the Companies Act, 1956;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered by it to be necessary, expedient or desirable in this regard.”

**By Order of the Board of Directors
For Aqua Logistics Limited**

**Place: Mumbai
Date: 23rd August, 2011**

**Bhupendra N. Shah
Company Secretary**

Reg Office:
5th Floor, B-Wing,
Trade Star Building,
Andheri Kurla Road,
Andheri (East),
Mumbai – 400 059

Notes

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Instrument appointing a proxy must be deposited with the Company at its Registered Office, not less than 48 hours before the time for holding the Annual General Meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting.
5. 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.
6. 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 are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Transfer Agents, M/s Link Intime India Private Limited.
7. Non-Resident Indian Members are requested to inform M/s. Link Intime India Private Limited, immediately of Change in their residential status on return to India for permanent settlement.
8. The notice of the Annual General Meeting will be sent to those members whose names appear on the register of members as on 26th August, 2011.
9. Annual Report is available at the website of the Company at www.aqualogistics.com in the Investor Relations Section.
10. The Register of Members of the Company will remain closed from 23rd September 2011 to 30th September, 2011 (both days inclusive).
11. Members are requested to:
 - (a) Notify the change in address if any, with Pin Code numbers immediately to the Company / Registrar and Transfer Agents, M/s Link Intime India Private Limited. (In case of shares held in physical mode):
 - (b) Bring their copy of the Annual Report and Attendance Slip with them at the Annual General Meeting.
 - (c) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence With the Company or its Registrar and Share Transfer Agent.
12. Consequent upon the introduction of Section 109A of the Companies Act, 1956, Shareholders desirous of making a nomination are requested to send their requests in Form 2B in duplicate (Which will be made available on request) to the Registrar and Share Transfer Agent of the Company.
13. Members having any questions on accounts are requested to send their queries at least 10 days in advance to the Company at its registered office address to enable the Company to collect the relevant information.
14. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting and the same will be available for inspection at the Annual General Meeting.
15. Explanatory Statement relating to the Special Business under item no.4 as required under Section 173 (2) of the Companies Act 1956 is annexed hereto.

16. The Ministry of Corporate Affairs has announced a “Green Initiative in Corporate Governance” thereby allowing paperless compliance through electronic mode. The Company supports this environment friendly initiative of the Government of India and proposes to send Notices for General Meetings/Annual Reports/ Other Shareholder Communication through electronic mode to the e-mail addresses which are registered for the purpose from time to time. The Company has sent inland letters to the members whose e-mail id were not registered either with registrar and transfer agents or with the depository and send e-mail to those members whose e-mail registered with depository.

In view of the above, members are once again requested to register their e-mail id with

- (i) the Registrar and Transfer Agent for shares held in physical form
- (ii) their Depository Participants for shares held in the electronic form

**By Order of the Board of Directors
For Aqua Logistics Limited**

Place: Mumbai
Date: 23rd August, 2011

Bhupendra N. Shah
Company Secretary

Reg Office:
5th Floor, B-Wing,
Trade Star Building,
Andheri Kurla Road,
Andheri (East),
Mumbai – 400 059

EXPLANATORY STATEMENT UNDER SECTION 173 (2) OF THE COMPANIES ACT, 1956.

ITEM NO.4

The present term of appointment and remuneration payable to Mr. Rajesh G. Uchil, Chairman & Whole Time Director, Mr. M.S.Sayad, Vice Chairman & Whole Time Director & Mr. Harish G. Uchil, Managing Director & Chief Executive Officer is expiring on 31st May 2012.

It is proposed that remuneration of Mr. Rajesh G. Uchil, Chariman and Mr. M.S.Sayad, Vice Chariman and Mr. Harish G. Uchil, Managing Director & Chief Executive Officer be increased to ₹ 2,50,000 per month and Perquisites and Allowances of ₹ 2,50,000 per month respectively. It is also proposed to extend the terms of appointment for a further period of 3 years w.e.f 1st June, 2012 on the above said enhancement of remuneration.

Minimum Remuneration: Notwithstanding anything to the contrary, where in any financial year the Company has no profits or its profits are inadequate, the remuneration payable by the Company to Mr. Rajesh G. Uchil, Chairman, Mr. M.S.Sayad, Vice Chariman and Mr. Harish G. Uchil, Managing Director & Chief Executive Officer to be subject to Part B of Section II of Part II of Schedule XIII to the Act or any other law or enactment for the time being or from time to time, in force.

The approval of Members is being sought for enhancement of remuneration and extension of appointment for a further period of 3 years w.e.f. 1st June, 2012 of Mr. Rajesh G. Uchil, Chariman and Mr. M.S.Sayad, Vice Chariman and Mr. Harish G. Uchil, Managing Director & Chief Executive Officer.

Material terms of remuneration:

SALARY: ₹ 2,50,000 per month.

PERQUISTITES: Within the overall celilings of 100% of the annual salary, Mr. Rajesh G. Uchil, Chariman, Mr. M.S.Sayad, Vice Chariman and Mr. Harish G. Uchil, Managing Director & Chief Executive Officer will be entitled to such perquisites in such form and manner as the Company may decide, including but not restricted to the following:

- a) House rent Allowance and house maintenance with expenditure on gas, electricity, water and furnishings ₹ 1,25,000/- per month
- b) Leave Travel Allowance for self & family ₹ 65,000/-
- c) Medical Expenses and Medical insurance for self & family ₹ 1,250/-
- d) Special Allowance ₹ 58,750/- Per month

For the purpose of calculating the ceiling of 100% as mentioned above, perquisites shall be evaluated as per the Income Tax Rules, 1962, wherever applicable, and in the absence of any such Rules, perquisites shall be evaluated at actual cost.

Provision for use of Company's car and telephone at residence (including payment of local calls and long distance calls) shall not be included in the computation of perquisites for the purpose of calculating such ceiling.

Note: 'Family' for the purpose shall mean the spouse, the dependent children and the dependent parents of all the above said Directors.

MINIMUM REMUNERATION: Notwithstanding the above, where in any financial year during the currency of term of office of Mr. Rajesh G. Uchil, Chairman & Whole Time Director, Mr. M.S.Sayad, Vice Chairman & Whole Time Director & Mr. Harish G. Uchil, Managing Director & Chief Executive Officer the Company has made no profits or its profits are inadequate, the Company shall pay salary & perquisites and allowances subject to Part B of Section II of Part II of Schedule XIII to the Act or any other law or enactment for the time being or from time to time, in force.

COMPENSATION FOR LOSS OF OFFICE: In the event of loss of office of the Managing Director, he shall be paid compensation in the manner and to the extent permissible under the provisions of Section 318 of the Companies Act, 1956.

Mr. Harish G. Uchil, subject to the superintendence, control and direction of the Board of Directors, as Managing Director, is entrusted with all the powers of the management vested in the Board, which are not specifically required by the law to be exercised by the company in its general meeting or by the Board of Directors or Committee thereof.

In terms of the Articles & Association of the Company, Mr. Rajesh G. Uchil, Chairman & Whole Time Director, Mr. M.S.Sayad, Vice Chairman & Whole Time Director & Mr. Harish G. Uchil, Managing Director & Chief Executive Officer shall not be subject to retirement by rotation during their tenure as Whole Time Director and Managing Director."

Mr. Rajesh G. Uchil, Mr. M.S. Sayad and Mr. Harish G. Uchil are interested in the resolution as it pertains to remuneration payable to each of them. Further Mr. Rajesh G. Uchil and Mr. Harish G. Uchil may be also deemed to be concerned and interested in the resolution pertaining to the remuneration payable to each other, as they are related to one another. Save and except the above, none of the other Directors of the Company is, in any way, concerned or interested in the resolution.

**By Order of the Board of Directors
For Aqua Logistics Limited**

**Place: Mumbai
Date: 23rd August, 2011**

**Bhupendra N. Shah
Company Secretary**

Reg Office:
5th Floor, B-Wing,
Trade Star Building,
Andheri Kurla Road,
Andheri (East),
Mumbai – 400 059

Particulars of the Directors seeking Appointment/Re-appointment at the ensuing Annual General Meeting pursuant to Clause 49 of the Listing Agreement.

Name	Mr. B.S. Radhakrishnan
Age	48
Date of appointment	March 05, 2009
Expertise in functional areas	Long standing experience in the field of media and entertainment industry.
Name of the companies in which he holds Directorship /Committee Memberships	White Colour Entertainment Private Limited. Multi Story Media Private Limited

Director's Report

To,
The Members of Aqua Logistics Limited

Your Directors are pleased to present the Twelfth Annual Report of the Company along with Audited Statement of Accounts for the period ended on 31st March, 2011.

FINANCIAL HIGHLIGHTS

Your Company's performance during the year under review is summarized below:

(₹. in Lacs)

Particulars	For the year ended 31-03-2011	For the year ended 31-03-2010
Sales & Other Income	38217.73	32238.42
Profit Before Depreciation, Interest and Taxes	3661.76	3279.79
Interest and Financial Charges	725.00	516.65
Depreciation	388.37	149.03
Profit before Tax	2548.39	2614.11
Provision For Tax	375.00	473.00
Deferred Tax Liability	120.13	207.00
Adjustment for MAT	-233.44	-120.00
Profit after Tax Before Prior Period Item (NET)	2286.70	2054.12
Prior Period Items (NET)	47.70	0.00
Profit After Tax	2239.00	2054.12
Profit brought forward from Previous Year	3,799.37	1745.25
Profit carried to Balance Sheet	6038.37	3,799.37

REVIEW OF OPERATIONS

During the year, your Company has registered a quantum jump in Sales. Income from operations is ₹ 38,087.93 lacs as compared to ₹ 32,201.21 lacs in the previous year showing increase of 18.28%. The increase in revenue is mainly due to increase in revenue from freight forwarding services and project logistics. This increase is mainly attributable to the capability build-up by our company in the previous years, addition of new clients and the capital infusion to increase our operations.

Profit before Depreciation, Interest and Tax (PBDIT) has increased from ₹ 3279.79 lacs for the year ended March 31, 2010 to ₹ 3661.76 lacs showing the increase of 11.65%, mainly on account of increase in operations. During FY 2011, your Company has recorded PBDIT of 9.58% of the income from operations as against 10.17% during FY 2010. The reduction in operating margin is due to increase in operating cost.

During the year, Profit after Tax (PAT) has increased from ₹ 2054.12 lacs for the FY 2010 to ₹ 2239.01 lacs in FY 2011 due to increase in income from operations. During FY 2011 your Company recorded PAT margin of 9% as against 6.37% for FY 2010.

The Directors of your company are hopeful of earning higher profits margin in the next year.

BUSINESS & FUTURE OUTLOOK

Supply Chain management is a topic of importance among the logistic managers and researchers because it is a consider with the competitive edge. Supply chain management is a topic of importance among the logistics and supply