

49TH ANNUAL REPORT 2011-12



Chowgule Steamships Limited

CHOWGULE STEAMSHIPS LIMITED

BOARD OF DIRECTORS

Vijay V. Chowgule	Chairman	- Promoter Non-Executive Director
S. Y. Rege		- Independent Non-Executive Director (upto 23.01.2012)
M. R. B. Punja		- Independent Non-Executive Director (upto 19.10.2011)
D. N. Mungale		- Independent Non-Executive Director
Jaywant Y. Chowgule		- Promoter Non-Executive Director
Admiral Madhvendra Singh (Retd.)		- Independent Non-Executive Director
Sanjiv N. Shah		- Independent Non-Executive Director
Nathan R. Chowgule		- Promoter Non-Executive Director
Prof. Rohini V. Chowgule		- Promoter Non-Executive Director
Ravindra Kulkarni		- Independent Non-Executive Director (w.e.f. 19.10.2011)
Mangesh Sawant	Executive Director & CFO	- Non-Promoter Executive Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Suhas Joshi

SOLICITORS

Khaitan & Co.

REGISTERED OFFICE

Chowgule House,
Mormugao Harbour,
Goa - 403 803.

AUDITORS

S. B. Billimoria & Co.

CORPORATE OFFICE

4th Floor, Bakhtawar,
Nariman Point, Mumbai - 400 021.
Tel. : (022) 66202500 Fax : (022) 66202545
Email : joshi.csl@chowgule.co.in
Web : www.chowgulesteamships.co.in

SHARE TRANSFER AGENTS

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West), Mumbai - 400 078.
Tel. : (022) 2594 6970 / Fax : (022) 2594 6969
Email : rnt.helpdesk@linkintime.co.in

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CHOWGULE STEAMSHIPS LIMITED

NOTICE

NOTICE is hereby given that the Forty Ninth Annual General Meeting of the Members of CHOWGULE STEAMSHIPS LIMITED will be held on Friday, July 6, 2012 at 11.00 A.M. at the Registered Office of the Company at Chowgule House, Mormugao Harbour, Goa 403 803 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2012 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vijay V. Chowgule, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Prof. Rohini V. Chowgule, who retires by rotation and, being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Dhananjay N. Mungale, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS

6. 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 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Ravindra Kulkarni, who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company subject to retirement by rotation."

By order of the Board of Directors
For Chowgule Steamships Limited

Place : Mumbai,
Date : April 27, 2012

Suhas Joshi
Company Secretary

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY AND A PROXY NEED NOT BE A MEMBER. Proxies, in order to be valid, must be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.
- 2) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
- 3) A brief profile of Directors seeking appointment/re-appointment at the Annual General Meeting is given in the Corporate Governance section of the Annual Report.
- 4) An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 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 Register of Members and Share Transfer Books of the Company will remain closed from June 29, 2012 to July 6, 2012, both days inclusive.
- 7) Unclaimed Dividend up to the year 1994-95 has been transferred to the General Revenue Account of the Central Government. Those shareholders, who have so far not claimed or collected their dividend up to the above financial year, may claim their dividend from the Registrar of Companies, Goa, Daman & Diu.
- 8) Unclaimed Dividends for the years 1995-96 and 1996-97 have been duly transferred to the Investor Education and Protection Fund. Members have no right or claim whatsoever against the said amount. Members please note that unclaimed Dividend for the year 2004-05 is due for transfer to Investors Education and Protection Fund in the month of July, 2012. Members, who have so far not claimed their Dividend for 2004-05 or any of the years thereafter, are requested to immediately write to the Company's Share Transfer Agents.

- 9) The shares of the Company are listed on Bombay Stock Exchange Ltd. (BSE) and the listing fees in respect thereof for the year 2012-13 has been paid to BSE.
- 10) All enquiries and correspondence regarding transfer of shares, dematerialization, etc., should be made with the Share Transfer Agents of the Company, M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai – 400 078.
- 11) Pursuant to the amended Clause 5A of the Listing Agreement, the Company has already sent reminders to the shareholders whose share certificates are returned to the Company undelivered. The shareholders are hereby once again requested to write to the Company, in case if they have not received their share certificates sent to the Company for processing of transfer or any other request.

By order of the Board of Directors
For Chowgule Steamships Limited

Place : Mumbai,
Date : April 27, 2012

Suhas Joshi
Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

The Board of Directors of the Company (the Board), pursuant to the provisions of Section 260 of the Companies Act, 1956 (the Act) appointed Mr. Ravindra Kulkarni as an Additional Director of the Company with effect from October 19, 2011.

In terms of the provisions of Section 260 of the Act, Mr. Ravindra Kulkarni would hold office upto the date of this Annual General Meeting.

The Company has received a notice in writing from a member alongwith a deposit of ₹ 500/-, proposing the candidature of Mr. Ravindra Kulkarni for the office of Director of the Company, under the provisions of Section 257 of the Act.

Mr. Ravindra Kulkarni, is a renowned lawyer and is a Partner in Khaitan & Company Advocates, Solicitors, Notaries, Patent & Trademark Attorneys. Mr. Kulkarni is a science graduate and has Masters Degree in law. It will be in the interest of the Company if Mr. Kulkarni is appointed as a Director of the Company liable to retire by rotation, in accordance with the provisions of the Articles of Association of the Company.

A brief resume of Mr. Kulkarni, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board of Committees, as stipulated under Clause 49 of Listing Agreement with the Bombay Stock Exchange, are provided on Report on Corporate Governance forming part of the Annual Report.

The Board recommends the Resolution set out at Item No. 6 of the Notice for your approval.

None of the Directors, except Mr. Ravindra Kulkarni, is in any way concerned or interested in the resolution.

By order of the Board of Directors
For Chowgule Steamships Limited

Place : Mumbai,
Date : April 27, 2012

Suhas Joshi
Company Secretary

CHOWGULE STEAMSHIPS LIMITED

DIRECTORS' REPORT 2011-2012

To

The Shareholders,

Your Directors present the Forty Ninth Annual Report and the Audited Accounts for the year ended March 31, 2012.

1. FINANCIAL RESULTS & APPROPRIATIONS:

	2011-12	2010-11
Profit before Financial Charges, depreciation, Exceptional Item & Tax	1,318.25	1,222.03
Financial Charges	74.51	101.30
Depreciation	1,021.97	1,185.66
Profit/(Loss) before Exceptional Item & Tax	221.77	(64.93)
Profit/(Loss) on Sale of a ship	–	(123.16)
Impairment	(2,600.11)	–
Foreign Currency Translation difference	(415.35)	41.80
Loss before Taxation	(2,793.69)	(146.28)
Provision for Taxation – Current	(314.00)	(505.00)
Profit/(Loss) before Deferred Tax Provision	(3,107.69)	(651.28)
Provision for Deferred Tax (Net)	1,446.77	549.90
Loss after Tax	(1,660.92)	(101.38)
Brought forward from previous year	5,713.70	6,236.36
Available for Appropriation	4,052.78	6,134.98
Proposed Dividend	–	363.08
Tax on Proposed Dividend	–	58.20
Excess provision of Divident Tax of earlier year	1.40	–
Balance Transferred to Balance Sheet	4,054.18	5,713.70

In view of the loss, the Board of Directors has not recommended any dividend for the year under review.

2. MANAGEMENT DISCUSSION AND ANALYSIS/OPERATIONS REPORT

COMPANY'S PERFORMANCE

The shipping market especially Dry Bulk Market continued to move downward since the last quarter of 2008. Throughout the year the freight markets have remained depressed. During the year under review, the freight earnings and charter hire receipts amounted to ₹ 2,270.83 Lakhs as against ₹ 3,110.65 Lakhs during the previous year, showing a decline of ₹ 839.82 Lakhs. The BDI which started the year at 1530 in April 2011 slipped to 934 by March 2012.

INDUSTRY REVIEW & FUTURE OUTLOOK

After a temporary upswing in year 2010-11, the year 2011-12 was more representative of the downward phase of shipping cycle. During the year, on the demand side for Dry Bulk Market, Iron ore and coal remained the major players. Iron ore registered a growth of about 6% most of which came from China. As regards coal, it registered a growth of about 4% over the previous year. Thus, overall demand held its place during the year albeit most of the same came from China and India. However, major worry is from Supply side which is steadily bringing new vessels in the market at a pace more than that can be absorbed by the demand side, leading to imbalance between demand and supply. This imbalance can be countered only if there is an increase in demand from rest of the world.

PORT AND SHIP REPAIR PROJECTS AT JAIGAD

Chowgule Ports & Infrastructure Private Limited (CPIPL), a company co-promoted by Chowgule Steamships Limited and Chowgule & Company Private Limited (CCPL) is implementing the Port and Ship Repair Projects at Lavgan, Ratnagiri through its subsidiaries viz. Angre Port Private Limited (formerly Jaigad Ports Infrastructure Private Limited) and Lavgan Dockyard Private Limited, respectively. The construction of Angre Port was completed and the port was inaugurated on April 24, 2012. The Ship Repair yard will be operational by end of the current year.

INTERNAL CONTROL SYSTEM

The Company has effective systems of internal controls, which are periodically reviewed by the Audit Committee of the Board of Directors.

GOVERNMENT POLICIES

Government of various countries are taking policy initiatives for giving boost to their economies. This will have some positive impact in the overall growth over a period of time.

INDUSTRIAL RELATIONS

The industrial relations during the year were very cordial and there were no industrial disputes.

THREATS, RISKS & CONCERNS

Freight Risks: The Hire income is subject to freight rate risks and therefore the Company follows the policy of mixture of short period and long period time charter contracts with first class charterers to mitigate volatility in freight rates.

Interest Rate Risk: In order to avoid uncertainty in the interest rate, a periodic review of rates and forward cover is taken at regular intervals.

Forex Risk: As major portion of the Company's revenues is generated from international business in the US Dollar terms, the same creates a natural hedge against foreign exchange exposures. The Company reviews Rupee - US Dollar parity on regular basis to protect itself from currency fluctuation risks.

Counter Party Risks: The Company engages into charter contracts only with the reputed charterers to avoid the risks to the freight earnings.

Government Policies: The Company regularly reviews the changes in the applicable government policies affecting operations of the Company.

Human Resources: There is a scarcity of floating staff. In view of outsourcing of crew management, the Company gets the benefit of having efficient and cost effective floating staff from the Ship Manager's pool.

CAUTIONARY STATEMENT

The statements, expressions, information given in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be deemed as 'forward looking statements'. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include demand-supply conditions, changes in Government, global economic scenario, etc.

3. LOAN REPAYMENT

During the year, the Company has repaid loan of ₹ 1,485.60 lakhs (US\$ 3 million). The total outstanding loan at year end is ₹ 3,349.45 lakhs (US \$ 6.5 million).

4. DEFERRED TAX LIABILITY

In terms of the Accounting Standard AS-22 issued by The Institute of Chartered Accountants of India, there is a reversal of Deferred tax liabilities amounting to ₹ 1,446.77 lakhs for Financial Year 2011-2012, which is reflected in the Statement of Profit & Loss. The net Deferred Tax Liability of ₹ 1,694.00 lakhs as at March 31, 2012 is reflected in the Balance Sheet.

5. SUBSIDIARIES

The total investment of the Company in the Share Capital of Chowgule Steamships Overseas Ltd. (CSOL), a wholly owned subsidiary, stands at US\$ 9.2 million (same as previous year). During the year under review, CSOL has taken delivery of two new built vessels from the yard in terms of its expansion plan. The financial highlights of CSOL's operations are as under:

	2011-12 (In US \$ million)	2010-11 (In US \$ million)
Income	13.059	9.837
Gross Profit before depreciation	(11.831)	7.241
Depreciation	4.844	1.156
Net Profit	(16.675)	6.085

6. SUBSIDIARIES – EXEMPTION

In terms of general approval granted by the Central Government vide notification No.5/12/2007-CL-III dated 8th February, 2011 under Section 212(8) of the Companies Act, 1956, copies of the Balance Sheet, Profit and Loss Account, and Report of the Board of Directors and the Report of the Auditors of the Subsidiary Companies have not been attached with the Balance Sheet of the Company. The Company will make available these documents / details upon request by any member of the Company. However, pursuant to Accounting Standard AS-21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the financial result of its subsidiaries.

7. INSURANCE

The Company has taken adequate insurance covers against Marine and War Risks.

CHOWGULE STEAMSHIPS LIMITED

8. DIRECTORS

Mr. Vijay V. Chowgule, Prof. Rohini V. Chowgule and Mr. Dhananjay N. Mungale, Directors, retire by rotation at the ensuing Annual General Meeting and are eligible for re-appointment.

During the year under review, Mr. S. Y. Rege and Mr. M. R. B. Punja relinquished office as Directors of the Company due to preoccupation. Mr. Rege was Director of the Company since its inception and Mr. Punja served the Company as a Director for more than 2 decades. The Company has been immensely benefitted from the advice and suggestions received from the said Directors from time to time. The Board of Directors wishes to place on record its deep sense of gratitude and appreciation for the services rendered by Mr. S. Y. Rege and Mr. M. R. B. Punja during their tenure as Directors of the Company.

During the year under review, the Board of Directors has appointed Mr. Ravindra Kulkarni as an Additional Director, who holds office upto the date of ensuing Annual General Meeting. It is proposed to obtain approval of shareholders at the ensuing Annual General Meeting for the appointment of Mr. Ravindra Kulkarni as a Director liable to retire by rotation.

The background of the Directors proposed to be appointed / re-appointed at the Annual General Meeting pursuant to Clause 49 of the Listing Agreement is given in the Corporate Governance Report.

9. CORPORATE GOVERNANCE

In terms of the listing agreement with the Bombay Stock Exchange Ltd., the Corporate Governance Report is annexed hereto and forms a part of this Report.

10. CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct for all the Board Members and Senior Management of the Company. The said Code has been hosted on the website of the Company. All the Board Members and Senior Management have affirmed compliance to the Code.

11. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors state that:

- In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- The Directors have selected such accounting policies 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 at the end of the financial year and of the loss of the Company for that period.
- 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.
- The Directors have prepared the annual accounts on a going concern basis.

12. AUDITORS

The shareholders are requested to appoint auditors for the current financial year and to fix their remuneration. M/s. S. B. Billimoria & Company, Chartered Accountants, the retiring Auditors, being eligible, have given their consent for re-appointment.

13. THE COMPANIES (PARTICULARS OF EMPLOYEES) RULES, 1975, AS AMENDED

There are no employees covered under Section 217 (2A) of the Companies Act, 1956 in respect of whom particulars are required to be furnished.

14. THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

In accordance with the requirements of Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, the statement annexed hereto gives the particulars as required under the said rules and forms part of this Report (Annexure I).

15. GENERAL

The Board of Directors expresses its appreciation for the help and co-operation extended by the Ministry of Surface Transport, Maharashtra Maritime Board, Ministry of Finance, the Directorate General of Shipping, Reserve Bank of India and the Company's Bankers and Agents. The Board of Directors also appreciates the loyal services rendered and co-operation extended by the Company's officers and staff, both ashore and afloat.

For Chowgule Steamships Limited

Place : Mumbai,
Date : April 27, 2012

VIJAY V. CHOWGULE
Chairman

**TO THE MEMBERS OF
CHOWGULE STEAMSHIPS LIMITED**

Declaration by the Executive Director & CFO under Clause 49 of the Listing Agreement

I, Mangesh Sawant, Executive Director & CFO of Chowgule Steamships Limited, confirm that all the members of the Board of Directors and senior management personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2012.

Place : Mumbai,
Dated : April 27, 2012

Mangesh Sawant
Executive Director & CFO

CHOWGULE STEAMSHIPS LIMITED

CORPORATE GOVERNANCE REPORT

1. CORPORATE GOVERNANCE PHILOSOPHY

Chowgule Steamships Limited (CSL) believes that good corporate governance is essential to achieve long term corporate goals and to enhance shareholder value. Your Company believes in functioning in a transparent manner and believes in proper accountability, auditing, disclosure and reporting. CSL's operations and accounts are audited at two levels – Internal Audit and External Audit. CSL continues to follow procedures and practices in conformity with the Principles of Corporate Governance as enunciated in the listing agreement. The Board has also laid down a Code of Conduct for all the Board Members and Senior Management personnel of the Company.

2. BOARD OF DIRECTORS

(a) Composition / Category of Directors

(i) Promoter Directors		(ii) Non-promoter Director	
• Executive	–	• Executive	1
• Non Executive	4	• Non Executive	Nil
		(iii) • Independent Non Executive	4
Total	4		5
Grand Total = 9			

(b) Attendance of each Director at the Board meetings:

In all, four Board Meetings were held during the financial year 2011-2012 on 21.04.2011, 08.07.2011, 19.10.2011 and 23.01.2012. The attendance of the Directors is as under:

Name	No. of Board Meeting attended	Attendance at the previous AGM
Mr. Vijay V. Chowgule	4	P
Mr. S. Y. Rege#	4	P
Mr. M. R. B. Punja#	3	P
Mr. Dhananjay N. Mungale	3	P
Mr. Jaywant Y. Chowgule	2	P
Admiral Madhvendra Singh (Retd.)	4	P
Mr. Sanjiv N. Shah	3	P
Mr. Nathan R. Chowgule	3	P
Prof. Rohini V. Chowgule	4	P
Mr. Ravindra Kulkarni*	2	NA
Mr. Mangesh Sawant	4	P

Ceased to be a director

Mr. M. R. B. Punja w.e.f. October 19, 2011

Mr. S. Y. Rege w.e.f. January 23, 2012

*Appointed as an Additional Director w.e.f. October 19, 2011

P: Present A: Absent

(c) Number of other companies or committees, the Director is a Director / Member.

Name of the Director	No. of other Public Ltd. Companies in which Director / Membership in other committees		
Mr. Vijay V. Chowgule	2 – BM	1 – CM	0 – CC
Mr. S. Y. Rege#	2 – BM	0 – CM	0 – CC
Mr. M. R. B. Punja#	4 – BM	2 – CM	2 – CC
Mr. Dhananjay N. Mungale	7 – BM	6 – CM	1 – CC

Name of the Director	No. of other Public Ltd. Companies in which Director / Membership in other committees		
Mr. Jaywant Y. Chowgule	1 – BM	0 – CM	0 – CC
Admiral Madhvendra Singh (Retd.)	0 – BM	0 – CM	0 – CC
Mr. Sanjiv N. Shah	2 – BM	2 – CM	0 – CC
Mr. Nathan R. Chowgule	0 – BM	0 – CM	0 – CC
Mr. Mangesh Sawant	0 – BM	0 – CM	0 – CC
Mr. Ravindra Kulkarni*	7 – BM	0 – CM	0 – CC
Prof. Rohini V. Chowgule	0 – BM	0 – CM	0 – CC

BM–Board Member, CM–Committee Member, CC–Chairman of the Committee

Resignation of

Mr. M. R. B. Punja w.e.f. October 19, 2011

Mr. S. Y. Rege w.e.f. January 23, 2012

*Appointed as an Additional Director w.e.f. October 19, 2011

3. AUDIT COMMITTEE

The Audit Committee comprises of Mr. Dhananjay N. Mungale, as its Chairman and Mr. Vijay V. Chowgule, Mr. Sanjiv N. Shah as members. Mr. S. Y. Rege who was also a member of the Audit Committee has ceased to be a Director of the Company w.e.f. January 23, 2012. Mr. Dhananjay N. Mungale and Mr. Sanjiv N. Shah have the requisite financial and accounting background. The Audit Committee met on four occasions during the financial year and the attendance details of the Committee members are as under:

NAME	NO. OF MEETINGS ATTENDED
Mr. Dhananjay N. Mungale	3
Mr. S. Y. Rege#	4
Mr. Vijay V. Chowgule	4
Mr. Sanjiv N. Shah	3

#Ceased to be a member w.e.f. 23.01.2012

Mr. Mangesh Sawant, Executive Director & CFO attended all the meetings of the Audit Committee as invitee. The representatives of External Auditors attended all the four meetings, whereas the representative of Internal Auditor attended two meetings. The Company Secretary of the Company assumes the role of Secretary to the Audit Committee.

The Company, though has not formally adopted, encourages the Whistle Blower Policy as enshrined in the Code of Conduct. None of the Company personnel has been denied access to the Audit Committee.

Terms of Reference of the Audit Committee

The brief terms of reference of Audit Committee are as under:

- 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.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the amount of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgement by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the audit report, if any.