

BOARD OF DIRECTORS

Shri Madan Gopal Todi – Chairman
 Shri Anand Kr. Agarwal
 Dr. V. C. Shah
 Dr. T. S. Sethurathnam
 Shri Dipak Dey
 Shri Lallan Kumar Todi
 Shri Sushil Kumar Todi
 Shri Ashok Kumar Todi
 Shri Krishna Kumar Todi – Managing Director
 Shri Kanhaiya Kumar Todi – Managing Director

BANKERS

American Express Bank Ltd.
 Federal Bank Ltd.
 Hongkong & Shanghai Banking Corp. Ltd.
 Punjab & Sind Bank
 State Bank of India
 UCO Bank
 Union Bank of India

REGISTERED OFFICE

4, Black Burn Lane
 Kolkata - 700 012

CORPORATE OFFICE

1/1, Camac Street
 Kolkata - 700 016

AUDITORS

Agarwal Maheswari & Co.
 Chartered Accountants
 2B, Grant Lane
 Kolkata - 700 012

SOLICITORS & ADVOCATES

Dey & Associates
 Temple Chambers
 6, Old Post Office Street
 Kolkata - 700 001

SHARE TRANSFER AGENTS

S. K. Computers
 34/1A, Sudhir Chatterjee Street
 Kolkata - 700 006
 Tel : 219 4815

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NOTICE

Notice is hereby given that the Thirty-third Annual General Meeting of COASTAL ROADWAYS LTD. will be held at :

Venue	Merchants' Chamber of Commerce Somany Conference Hall 15-B, Hemanta Basu Sarani Kolkata - 700 001
Day	Thursday
Date	September 27, 2001
Time	11:00 A. M.

to transact the following business :

Ordinary Business :

1. To receive and adopt the audited Profit & Loss Account of the Company for the year ended 31st March, 2001 together with the Balance Sheet as at that date, the Reports of the Directors and Auditors thereon.
2. To appoint Directors in place of Dr. T. S. Sethurathnam, Sri Dipak Dey and Sri Ashok Kumar Todi who retire by rotation and being eligible offer themselves for reappointment.
3. To declare dividend for the year ended 31st March, 2001.
4. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

Special Business

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

"RESOLVED that the Equity Shares of the company be delisted from the Ahmedabad Stock Exchange Ltd., Bangalore Stock Exchange Ltd. and Delhi Stock Exchange Ltd. in accordance with the relevant laws, rules, regulations and guidelines (Including any statutory modifications (s) or re-enactments thereof for the time being in force and as may be enacted hereinafter) and subject to such approvals, permissions and sanctions as may be necessary and compliance with such conditions and modifications as may be necessary for this purpose."

RESOLVED THAT that the Board of directors of the company (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred by the Board) be and is hereby authorised to seek voluntary delisting, to take all necessary steps in this regard and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to delisting of the Equity Shares and to execute all such deeds, documents, writings as may be necessary, desirable or expedient as may be deemed fit and for this purpose to delegate the authority and the duty vested in it by virtue hereof to the Managing Director or the Company Secretary or any other person whom the Managing Director may consider suitable to do the various acts, deeds and things required to be done in this behalf."

Regd. Office :
4, Black Burn Lane
Kolkata - 700 012

The 29th day of June, 2001

By Order of the Board

(K. K. Todi)

Managing Director

Notes :

- a) Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of Special Business is given below.
- b) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
- c) The Register of Members and Share Transfer Books in respect of the Equity Shares of the Company will remain closed from Monday, 24th September 2001 to Thursday, 27th September 2001 (both days inclusive).
- d) The dividend, if any, to be declared at this meeting will be payable to those members whose names appear on the Register of Members on 27th September 2001.
- e) Pursuant to Section 205A of the Companies Act, 1956 all Dividends upto the Financial Year ended 31st March, 1995, which remained unclaimed have been transferred to the General Revenue Account of the Central Government. All claims for payment of such unclaimed dividends should be made by an application in Form II of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to the Registrar of Companies, West Bengal at the address given below : "NIZAM PALACE" II M. S. O. Building 2nd Floor 234/4, Acharya Jagadish Chandra Bose Road, Kolkata - 700 020.

Members are hereby informed that Dividends which remain unclaimed/unencashed over a period of 7 years have to be transferred by the Company to Investor Education & Protection Fund (IEPF) constituted by the Central Government under Section 205A and 205C of the Companies Act, 1956. Further, under the amended provisions of Section 205B of the Companies Act, 1956, no claim shall lie for the unclaimed dividend from IEPE by the Shareholders.

Shareholders are, therefore advised to send all unencashed Dividend Warrants/seek payment of unclaimed dividend upon compliance with prescribed formalities by contacting S. K. Computers, Kolkata.

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

Item No. 5

Presently, the Equity Shares of the company are listed on the Stock Exchanges at Ahmedabad, Bangalore, Delhi, Kolkata and Mumbai. Consequent to the recent rapid changes in the capital market in relation to the manner of dealing in shares/securities of Companies, the volume of trading in Company's equity shares at the Ahmedabad, Bangalore and Delhi Stock Exchanges has reduced considerably which does not justify payment of considerable amounts by way of listing fees and other expenses which the Company is incurring. The Board of Directors of the Company at their meeting held on 29th day of June, 2001 have therefore decided to get the shares of the Company delisted from above from above mentioned three Stock exchanges in accordance with the applicable laws, rules, regulations and guidelines.

As required under the Listing Agreement entered into by the Company with the Stock exchanges, your approval for the proposal is sought by way of a Special Resolution for delisting the shares of the Company from the said three Stock Exchanges.

All material documents, including copy of listing agreements are open for inspection by the Members on all working days between 3 p.m. to 5 p.m. at the Registered office of the Company till the conclusion of the Meeting.

None of the directors is concerned or interested, in the special resolution at item no. 5.

Regd. Office :
4, Black Burn Lane
Kolkata - 700 012

The 29th day of June, 2001.

By Order of the Board

(K. K. Todi)

Managing Director

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Annual Report together with the Audited statement of Accounts for the year ended 31st March, 2001.

OPERATING RESULTS

	2000-2001 (Rs./Lacs)	1999-2000 (Rs./Lacs)
Working during the year shows a surplus of	133.67	182.88
From which is deducted		
Finance Charges	16.57	18.83
Depreciation	59.06	70.91
Provision for Taxation	8.00	25.00
	<u>83.63</u>	<u>114.74</u>
Leaving a Net Profit of	50.04	68.14
To which is added Balance brought forward from previous year	2.82	0.70
Which is appropriated as under :		
Transfer to General Reserve	15.00	20.00
Proposed Dividend	33.17	41.46
Tax on proposed Dividend	3.38	4.56
Balance carried forward to next year	1.31	2.82

PERFORMANCE :

The Trade and Industry in the country could not come out, from the dark clouds of downward trend in Industrial growth. The outlook of the Indian economy in terms of major macro-economic indices for the year 2000 was not as positive as it was at the beginning of the Fiscal year. Severe Natural Calamities in Gujrat followed by Drought affected agricultural production and oil price increase disbalanced the measures adopted in several sectors of the economy and caused noticeable slowdown in certain Industries and in this process the Transport & Logistic services were also substantially affected. Almost all the Core manufacturing sectors reported a massive slowdown and in Engineering, Automobiles and Cement, negative growth was recorded. Chances of recovery from critical situation do not seem to improve radically during the current year. Similar to previous financial year, the Working results for the current financial year has also been severely affected.

The Directors have been keeping constant vigil over the performance and progress of the Company and frequent interactions with the Customers and Executives of various other Companies have immensely attributed in controlling the overall operational cost. The total Freight earnings of the Company was recorded for Rs. 3286 lacs as against Rs. 3562 lacs in the previous year and consequently the PBDIT also has been marginally reduced. The Company got substantial cost benefit because of full containerisation of Cargo movement. In order to keep pace with the latest system of cargo handling and in order to maintain dedicated and personalised services to the clients, the Company had already acquired during the previous year, as well as, during the current year sizable nos. of heavy vehicles. It is fairly expected that the Working results of the company will suitably improve during the Current year provided the Trade & Industry supports better results.

DIVIDEND :

In view of decline in Gross Revenue earnings, the Directors have recommended a dividend of 8% on the Equity Shares, which if approved by you, will absorb a sum of Rs. 36.56 lacs including tax thereon.

FINANCE AND ACCOUNTS :

The profit after tax has resulted in an internal cash generation of Rs. 107 lacs as against Rs. 139 lacs in the previous year. The shareholders fund recorded for Rs. 1027 lacs.

DEPOSIT

No Public Deposits were invited or accepted during the year under report.

AUDITORS :

M/s. Agarwal Maheswari & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and are eligible for re-appointment.

AUDITORS REPORT :

The report of the Auditors is self-explanatory and does not call for any further comments from the Directors.

INFORMATION REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULE 1988

- A. Conservation of Energy :
The Company's operation involve no energy consumption.
- B. Form of Disclosure of particulars with respect to absorption of Technology and Development of R & D :
i) Research and Development - The Company do not have any R & D Division and Company's Operations do not require this type of establishment.
ii) Technology absorption, adoption and innovation - The Company has not imported any technology due to its nature of operation.

DIRECTORS :

Sri Ashok Kumar Todi and Dr. T. S. Sethurathnam retire by rotation and being eligible offer themselves for re-appointment. Mr. S. K. Khaitan resigned and ceased to be Director of the Company effective from 30th January, 2001. Your Board wishes to place on record its appreciation for the valuable contribution made by Mr. S. K. Khaitan. Mr. Dipak Dey has been appointed additional Director in place of Mr. S. K. Khaitan and he holds the office of Director upto the conclusion of the Annual General Meeting of the Company.

PERSONNEL :

The true index to a Company's success is not only its turnover and quantum of profits but its ultimate resource. The Directors sincerely thank the employees at all levels for their dedicated services and co-operation which enabled the Company to perform satisfactorily. There are no employees drawing remuneration of Rs. 50,000/- a month or Rs. 6,00,000/- a year and therefore, no particulars in terms of Section 217 (2A) of the Companies Act, 1956 are attached to this report.

DIRECTORS' RESPONSIBILITY STATEMENT :

Statement under sub-section (2AA) of Section 217 of the Companies Act, 1956 :

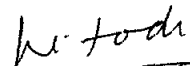
In the preparation of the Annual Accounts :

- i) the applicable accounting standards have been followed and wherever required, proper explanations relating to material departures have been given.
- 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 at the end of the financial year and of the profit or loss of the Company for that period.
- iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) the Accounts have been prepared on a going concern basis.

ACKNOWLEDGMENTS :

The Board acknowledges the support given by employees, shareholders and bankers and looks forward for their continued support.

On behalf of the Board of Directors



(M. G. Todi)
(Chairman)

Place : Kolkata

Date : the 29th June, 2001

AUDITORS' REPORT

To

The Members Coastal Roadways Limited.

We have audited the attached Balance Sheet of M/s. COASTAL ROADWAYS LIMITED as at 31st March, 2001 and the annexed Profit & Loss Account for the year ended on that date, in which are incorporated the Branch Accounts audited by us and report that.

1. As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988 issued by the Company Law Board in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a Statement on the matters specified in paragraphs 4 and 5 of the said order.
2. Further to our comments in the Annexure referred to in paragraph 1 above, we state that :
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of such books.
 - (c) The Balance Sheet and Profit & Loss Account referred to in this report are in agreement with the books of account.
 - (d) In our opinion, the Profit & Loss Account and Balance Sheet of the Company complied with the Accounting Standards referred to in Sub-Section 3 (C) of section 211 of the Companies Act, 1956.
 - (e) On the basis of written representations received from the Directors, and taken on record by Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2001 from being appointed as director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read in conjunction with Schedules 1 to 14 give the information required by the Companies Act, 1956, in the manner so required and subject to Note No. 14B(2) regarding non-provision of Gratuity liabilities for Rs. 9,83,333/-, Note No. 14B(4) for non-provision for diminution in value of long term investments of Rs. 10,13,650/- and Note No. 14B(7) for non-provision of doubtful debts for Rs. 21,89,040/-, give a true and fair view.
 - i) in so far as it relates to the Balance Sheet, of the state of affairs of the Company as at 31st March, 2001 and
 - ii) in so far as it relates to the Profit & Loss Account, of the Profit of the Company for the year ended on that date.

For **AGARWAL MAHESWARI & CO.**
Chartered Accountants.

(D. R. Agarwal)
Partner

Dated : The 29th day of June, 2001.