

#### BOARD OF DIRECTORS

Asgar S. Patel	Chairman
Areef A. Patel	Executive Vice-Chairman
P. S. G. Nair	Director
Syed K. Husain	Director
Sandeep P. Parikh	Director
Farukh S. Wadia	Director

#### COMPANY SECRETARY

Nitin B. Akolkar

#### AUDITORS

MSP & Co. Mumbai

#### LEGAL ADVISORS

Crawford Bayley & Co. Mumbai

#### BANKERS

ICICI Bank  
Central Bank of India  
Bank of Bahrain & Kuwait B.S.C.  
Indian Bank

#### REGISTERED OFFICE

'Patel House', 5th Floor,  
Plot no. 48, Gazdarbandh,  
North Avenue Road,  
Santacruz (West),  
Mumbai – 400 054.

#### CORPORATE OFFICE

'Natasha',  
52 Hill Road,  
Bandra (West),  
Mumbai – 400 050.

#### SHARE TRANSFER AGENTS

Bigshare Services Private Limited  
E-2/3, Ansa Industrial Estate,  
Sakivihar Road, Saki Naka,  
Andheri (East),  
Mumbai-400072.

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### 52nd Annual General Meeting

Thursday, the 21st day of August 2014, at 11.00 a.m. at Sheila Raheja Hall, Rotary Service Centre, Juhu Tara Road, Santacruz (West), Mumbai – 400 049..

**Members are requested to bring their copy of the Annual Report to the Annual General Meeting.**



## NOTICE

NOTICE is hereby given that the 52<sup>nd</sup> Annual General Meeting of the members of PATEL INTEGRATED LOGISTICS LIMITED will be held at the Sheila Raheja Hall, Rotary Service Centre, Juhu Tara Road, Santacruz (West), Mumbai - 400 049, on Thursday the 21<sup>st</sup> day of August 2014 at 11.00 a.m., to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2014 and the Statement of Profit and Loss Account for the year ended 31<sup>st</sup> March 2014 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on the Equity Shares.
3. To appoint a Director in place of Mr. Asgar S. Patel (DIN: 00164823), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution.

“RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, MSP & Co., Chartered Accountants Mumbai (Firm Registration No. 107565W) be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this 52<sup>nd</sup> Annual General Meeting (AGM) until the conclusion of the 55<sup>th</sup> AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) on such remuneration as shall be recommended by the Audit Committee and fixed by the Board of Directors of the Company.”

### SPECIAL BUSINESS

5. To consider and, if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. P.S.G. Nair (DIN: 00074494), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years i.e. from August 21, 2014 up to August 21, 2019.”

6. To consider and, if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sandeep P. Parikh (DIN: 00022365), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years i.e. from August 21, 2014 up to August 21, 2019.”

7. To consider and, if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Farukh S. Wadia (DIN: 00097162), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years i.e. from August 21, 2014 up to August 21, 2019.”

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
2. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid.
3. Members may please bring the Attendance Slip duly filled in and hand over the same at the entrance to the Meeting Hall.
4. Corporate Members / FIs / Financial Institutions intending to send their authorized representatives to attend the Annual General Meeting are requested to send a duly certified copy of the Board resolution / such other documents authorizing their representatives to attend and vote at the Annual General Meeting well in advance.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 14<sup>th</sup> August 2014 to 21<sup>st</sup> August 2014 (both days inclusive).
6. Members seeking any information with regards to annual accounts are requested to write to the Company in advance so as to enable the management to keep the information ready.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed herewith.
8. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed dividends, upto 2005-06 to the Investor Education and Protection Fund (the Fund) established by the Central Government. No claim shall lay against the Company or the Fund in respect of amounts so transferred prior to March 31, 2014 nor shall any payment be made in respect of any such claims.

Unclaimed dividend for the financial year ended 31<sup>st</sup> March 2007 will be due for transfer to the Fund on 21<sup>st</sup> October 2014. Members should write to the Company or its Share Transfer Agent, if their dividend warrants for the year ended 31<sup>st</sup> March 2007, or any subsequent financial year(s), have not been encashed. In respect of dividend for the financial year ended 31<sup>st</sup> March 2007, it will not be possible to entertain any claim received after 21<sup>st</sup> October 2014.

9. Members are requested to send their Bank Account details to the Share Transfer Agents of the Company at 'Bigshare Services Private Limited', E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai-400072. This is to avoid the fraudulent encashment of dividend warrants.
10. The Company provides National Electronic Clearing Service (NECS) facility for the payment of dividend. Accordingly, shareholders holding equity shares in physical form are requested to send National Electronic Clearing Service (NECS) mandates, if any, to the Share Transfer Agents of the Company at 'Bigshare Services Private Limited', E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai-400072.

Shareholders holding equity shares of the Company in the dematerialized form shall intimate to their respective Depository Participants about the NECS mandates.

11. Shareholders may be aware that the Companies Act, 2013, permits service of the Notice of the Annual General Meeting through electronic mode. Electronic copy of the Annual Report including Notice of the 52<sup>nd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Admission Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes. However, those members who desire to have a physical copy may request for the same. For members who have not registered their e-mail address, physical copies of the Annual Report are being sent in the permitted mode.
12. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may kindly provide their e-mail IDs in writing to the Share Transfer Agents of the Company at 'Bigshare Services Private Limited', E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai-400072.



13. The Annual Report 2013-14 of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.patel-india.com](http://www.patel-india.com) and also on the website of the respective Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

14. **Voting through electronic means:**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the listing agreement with Stock Exchanges, the Company is pleased to provide Members facility to exercise their right to vote at the 52<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).
2. The Company has appointed Dinesh Kumar Deora, Practising Company Secretary (FCS No. 5683 CP No. 4119), as the Scrutiniser to the e-voting process, (including voting through Ballot Form received from the Members) in a fair and transparent manner.

3 **The instructions for Members for voting electronically are as under:-**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional/Corporate shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
4. **The voting period begins on 14th August 2014 at 9.30 a.m. and ends on 16th August 2014 at 6.30 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 18th July 2014 the cut-off date (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
5. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
6. **Pursuant to clause 35B of the listing agreement, members who do not have access to e-voting facility, may fill in the Ballot Form which is a part of this Annual Report, and submit the same in a sealed envelope to the Scrutiniser, Dinesh Kumar Deora, Practising Company Secretary, Unit: Patel Integrated Logistics Limited, C/o. Bigshare Services Private Limited, E-2, Ansa Industrial Estate, Sakivihar Road,**



**Saki Naka, Andheri (East), Mumbai-400072, so as to reach by 6.30 p.m. on 16th August 2014. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutiniser on the validity of the forms will be final.**

7. In the event, a member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
8. The Scrutiniser shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman or Executive Vice Chairman of the Company.
9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.patel-india.com](http://www.patel-india.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) within two days of the passing of the resolutions at the 52nd AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.

**Registered Office:**

Patel House, 5th Floor,  
Plot No.48, Gazdarbandh,  
North Avenue Road,  
Santacruz (west),  
Mumbai-400 054.

By order of the Board,

(Nitin B. Akolkar)  
Company Secretary

Mumbai, 4th July 2014  
CIN:71110MH1962PLC012396

## Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos.4 to 7 of the accompanying Notice.

### Item no. 4

This explanatory statement is provided though strictly not required as per section 102 of the Act.

MSP & Co. (Registration No. 107565W), Chartered Accountants, Mumbai were appointed as the statutory auditors of the Company for financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on September 25, 2013. Accordingly, the audit of the Company for financial year 2013-14 was conducted by MSP & Co.

MSP & Co. have been the Auditors of the Company since 2007-08 and have completed a term of 7 years. As per the provisions of section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, MSP & Co. being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on May 28, 2014, proposed the appointment of MSP & Co. as the statutory auditors of the Company for a period of three years to hold office from the conclusion of this AGM till the conclusion of the 55th AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM).

The Board recommends the Resolution at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

### Item Nos. 5 to 7:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. P.S.G. Nair, Mr. Sandeep Parikh, and Mr. Farukh Wadia, as Independent Directors at various times, in compliance with the requirements of the clause. Pursuant to the provisions of section 149 of the Companies Act 2013 which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Mr. P.S.G. Nair, Mr. Sandeep Parikh, and Mr. Farukh Wadia, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act 2013, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The details of Independent Directors whose appointment is proposed at Item Nos. 5 to 7 of the accompanying Notice, have been given in the annexure attached.

Mr. P.S.G. Nair, Mr. Sandeep Parikh, and Mr. Farukh Wadia are concerned or interested in the Resolutions of the accompanying Notice relating to their own appointment.

### Registered Office:

Patel House, 5th Floor,  
Plot No.48, Gazdarbandh,  
North Avenue Road,  
Santacruz (west),  
Mumbai-400 054.

By order of the Board,

(Nitin B. Akolkar)  
Company Secretary

Mumbai, 4th July 2014  
CIN:71110MH1962PLC012396





**INFORMATION ABOUT DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE ANNUAL GENERAL MEETING:**

Particulars	Mr. Asgar Patel	Mr. P.S.G. Nair	Mr. Sandeep Parikh	Mr. Farukh Wadia
Age	75 years	70 years	54 years	49 years
Qualifications	B.A.	B.Sc. (Hons.), F. C. A.	B. Com. , F. C. A., Grad. C.W. A.	B. Com.
Expertise	One of the pioneers of the organised transportation of goods in India with vast experience in the fields of Logistics, finance, forex, and Construction	Has four decades of rich experience in the fields of Accounts, Audit, Finance, Forex Management, Direct Taxation and Corporate Laws.	Has more than two decades of rich and varied experience in the fields of Bank, Government and Corporate Audits, Project Preparation and Reporting, Management Consultancy and Finance.	A businessman having experience in the fields of automobile dealership, finance and couriers.
Particulars Of Appointment / Re-Appointment	Non Executive Chairman of the Company since its inception, retires by rotation at the ensuing Annual General Meeting. It is proposed to re-appoint Mr. Asgar Patel as the Director of the Company	Director of the Company since 29 <sup>th</sup> January 2002. It is proposed to appoint Mr. P.S.G. Nair as an Independent Director of the Company.	Director of the Company since 1 <sup>st</sup> October 2006. It is proposed to appoint Mr. Sandeep Parikh as an Independent Director of the Company.	Director of the Company since 6 <sup>th</sup> May 1998. It is proposed to appoint Mr. Farukh Wadia as an Independent Director of the Company.
Other Directorships as on 31 <sup>st</sup> March 2014	<ul style="list-style-type: none"> <li>Patel Holdings Limited</li> </ul>	Nil	<ul style="list-style-type: none"> <li>Wall Street Securities &amp; Investments (India) Ltd.</li> <li>Wall Street Derivatives &amp; Financial Services (India) Pvt. Ltd</li> <li>One Capital Limited</li> <li>Xoriant Solutions Pvt. Ltd</li> <li>Lyka Labs Ltd</li> <li>Soleil Financial Services Pvt. Ltd</li> <li>Arun Govil Productions Pvt. Ltd</li> <li>Cemtrex India Pvt. Ltd</li> <li>Development Equities Pvt. Ltd</li> <li>Cine Vision Distributors Pvt. Ltd</li> <li>Lyka BDR International Ltd</li> <li>Ducon Power Systems (I) Pvt. Ltd.</li> </ul>	Nil
*Chairmanship(s) / Membership(s) of Committees as on 31 <sup>st</sup> March 2014	Nil	<b>Audit Committee</b> <ul style="list-style-type: none"> <li>Patel Integrated Logistics Limited (Chairman)</li> </ul> <b>Remuneration Committee</b> <ul style="list-style-type: none"> <li>Patel Integrated Logistics Limited (Chairman)</li> </ul> <b>Shareholders Grievance Committee</b> <ul style="list-style-type: none"> <li>Patel Integrated Logistics Limited (Chairman)</li> </ul>	<b>Audit Committee</b> <ul style="list-style-type: none"> <li>Lyka Labs Ltd (Chairman)</li> <li>One Capital Ltd (Member)</li> <li>Patel Integrated Logistics Limited (Member)</li> </ul> <b>Remuneration Committee</b> <ul style="list-style-type: none"> <li>Lyka Labs Ltd (Member)</li> <li>Patel Integrated Logistics Limited (Member)</li> </ul>	<b>Audit Committee</b> <ul style="list-style-type: none"> <li>Patel Integrated Logistics Limited (Member)</li> </ul> <b>Remuneration Committee</b> <ul style="list-style-type: none"> <li>Patel Integrated Logistics Limited (Member)</li> </ul> <b>Shareholders Grievance Committee</b> <ul style="list-style-type: none"> <li>Patel Integrated Logistics Limited (Member)</li> </ul>

\*Chairmanship(s) / membership(s) of Committees as conceived under clause 49 of the Listing Agreement are only mentioned.



## DIRECTORS' REPORT

To,

The Members of  
Patel Integrated Logistics Limited.

The Directors have pleasure in presenting their 52<sup>nd</sup> Annual Report and the Audited Statement of Accounts for the year ended 31<sup>st</sup> March 2014.

## FINANCIAL RESULTS :

The financial results are as under:

(Rs. in lakhs)

	Year ended 31 <sup>st</sup> March, 2014	Year ended 31 <sup>st</sup> March, 2013
Profit before Interest, Depreciation & Tax	1673.02	1797.21
Less : Interest	915.17	918.94
Profit before Depreciation	757.85	878.27
Less : Depreciation	448.97	493.09
Profit before tax	308.88	385.18
Less : Provision for tax	97.00	153.00
Less : Deferred Tax	(23.02)	(9.10)
Profit after tax	234.90	241.28
Add : Balance of Profit from previous year	627.60	975.16
<b>TOTAL ...</b>	<b>862.50</b>	<b>1216.44</b>
<b>APPROPRIATIONS:</b>		
Equity Dividend	75.93	75.93
Tax on Dividend	12.91	12.91
Transfer to General Reserve	200.00	200.00
Transfer to Contingency Reserve	95.00	300.00
Balance carried to Balance Sheet	478.66	627.60
<b>TOTAL ...</b>	<b>862.50</b>	<b>1216.44</b>

## PERFORMANCE REVIEW:

The financial year 2013-14 has been challenging. Economic growth declined across all the sectors due to a variety of domestic and external factors. Emerging market like India faced challenges like capital outflow, intense exchange rate pressures and volatile current account movement. A combination of high inflation, fiscal imbalances, external sector vulnerabilities and low investments resulted in dip domestic demand growth. This sluggish situation has impact on the business volume of your Company during the year under consideration. Despite of such challenging environment, the Company, although not able to perform to its full potentials, has done reasonably well to sustain itself in such difficult economic scenario.

The performance of your Company in terms of the revenue earned during the financial year 2013-14 has been not upto its full potentials. Total income earned by the Company during the year under consideration was decreased and stood at Rs.54666.60 Lacs as compared with Rs.58034.53 lacs for the previous year. The Profit Before Tax was Rs.308.88 lacs and Profit After Tax was Rs.234.90 lacs. The reduction in Profit After Tax as compared to previous year was mainly on account of reduction in the revenue earned during the year.

The Net Worth of your Company stood at Rs.8991.23 lacs while the Fixed Assets base was Rs.4857.74 lacs. The Earning Per Share was Rs.1.55



In this tough operating environment the Company was continued on its path of taking strategic measures which will enable the Company to emerge stronger in the times ahead. A number of strategic initiatives are under progress like focusing on warehousing business, technology, and people development. These initiatives should lead to sustainable long term benefits. The Company is also concentrating on its Retail Express Business by focusing on increasing door delivery efficiencies and customer services. The prudent cost reduction measures like controlling operation cost, administrative expenses, finance cost have also been undertaken along with plans for faster recovery of dues. The full impact of the same would be seen in the current year.

Your Company is confident of improving its volumes, profitability and market leadership in the current year and will be able to gain its glory back once again.

#### **DIVIDEND :**

For the year under consideration, the Board of Directors have recommended a dividend of Re.0.50/- per share i.e. 5% on the equity share capital of the Company for the financial year ended March 31, 2014. The dividend payout for the year under review has been formulated after consideration of shareholders aspirations and Company's long term growth objectives to be met by internal accruals.

#### **FUTURE PLANS AND OUTLOOK:**

With the GDP Growth rate of Indian economy is slowing down in the year 2013-14, it is always challenging for the corporates to grow in terms of business and profitability. Our planning in the coming year is to sustain the present business and look for the opportunities to increase our profitability through various factors like improvement in operation cost; improvements in IT initiatives of Google Talk & upgrading of application PTMS which cater the new changes in the business environment; initiatives with the new Airlines, International outbound & inbound business which we are planning to cater in the coming year.

With the stable government is now in the centre for the next five years, the Indian economy is hopeful of its recovery in terms of GDP growth in the year ahead. With the expected industrial and economic growth all the Transport and Logistic players are looking to grow substantially in the current year. Your Company is also looking forward to growth in all areas of the Business and continue to give its best to its customers.

The Company is certainly focusing on 'Patel Retail' division of the Company which would ensure Last Leg Deliveries. With the improvement in Express Delivery Services all throughout the country, we are looking to expand our Express Business by nearly 20% on the current levels. With the increased focus on sales & delivery your Company ensures that the customers get the advantage of new routes and services. The Company is also planning to strategically increase Market Share in Full Truck Loads Business, where the ROI is in line with the Company's prescribed policies.

The demand for warehousing space is growing steadily and the Company is seriously planning to expand its warehousing and related activities business, which will bring more value for the shareholders in the years to come. We are actively looking to set up a Warehouse in Mumbai or other States in line with our Warehouse activities already operating in Chennai currently.

With the new formation of Telangana State, your Company has entered into a Regional Tie up with BMPS, which has nearly 200 Plus Branches in the State of Andhra Pradesh & Telengana to further widen it's delivery reach to both the states and to cater their growing demands. Your company is further looking to enter into such Strategic Tie Ups to increase both it's network & reach in the coming year and planning to add nearly 250 – 300 Delivery outlets through the Network Expansion Plan Model, in the year ahead.

The Company has already begun restructuring its Eastern Region Network and reduce its operational cost, which will start showing the results in the bottom line of the Company in the current year. After nearly 10 years of Eastern Operations, finally we are looking at much better in the year to come.

On the front of the Cargo Consolidation Business, Company continues to work with all its Airlines Vendor. The aviation industry is looking to expand its presence not only domestically but also opportunities from the In-Bound Express Delivery business Model which supports the Companies as well as Customers. With the incoming of new Airlines like Air Asia & Tata – SIA the Indian Aviation is about to witness dynamic changes. One has to have a close & careful watch on which way the scenario will unfold. POBC continues to work with it's Vendor Airlines to ensure maximum benefits to the Company.