allcargo logistics ltd.
Ingenuity In Motion

THE AVVASHYA GROUP

Annual Report 2012-13

MAKING WAVES

Like a ripple that spreads in every direction, Allcargo has been creating waves of progress and expansion in every field of integrated logistics.

As a company with very humble origins, we have now grown into a global force in integrated logistics that is spread across 189 offices in 89 countries with over 4000 port pairs. Also supported by a larger network of franchisee offices across the world, we offer specialized services across NVOCC, CFS-ICD, Project & Engineering Solutions, Ship Owning & Chartering and 3PL & Warehousing. By adhering to strict quality standards, standardized processes and operational excellence along with a commitment to delivering more than expected to our clients, Allcargo Logistics Ltd. has emerged as a market leader in the Integrated Logistics space.

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THE AVVASHYA GROUP

MR. SHASHI KIRAN SHETTY
Chairman & Managing Director

CHAIRMAN'S MESSAGE

Dear Shareowners,

It gives me great pleasure to share with you the highlights of our Company's performance for the financial year ended March 31, 2013.

Last year, our company changed its accounting year from calendar to fiscal. As a result, the previous audited period is for 15 months ended March 31, 2012 and is not comparable to the 12 months ended March 31, 2013.

We are well on track to achieving our goal to become a global billion dollar enterprise by FY14. However our vision is to create a leading global integrated logistics service provider and we continue to proactively build the future by scaling up our businesses, taking advantage of the emerging opportunities in the constantly evolving logistics space.

In the past year, the economic environment across the world has been challenging for all organizations. A large number of economies have shown a double dip recession. And expert economists believe that the next couple of years, global economy is likely to show a slow correction in terms of growth.

Though India has been one of the growing economies in the world, the year 2012 has also been challenging for the Indian economy. In India, rising inflation, increasing cost of borrowing, paucity of funds has affected the growth and profitability across all sectors.

We have continued to be profitable despite such challenges. Our business model of being the only integrated logistics player in India –the only one such company offering a range of services, where we handle everything from LCL consolidation to project handling, has enabled us to create a business that is more or less resilient.

In fact, we have grown in our LCL consolidation business despite with the decline in the EXIM volumes. We have seen decline in volumes in our CFS business which was mainly on account of a drop in the laden import volumes at the ports in India. In our project and engineering business, we have seen delay in project execution by our customers which has led to lower revenues. We have seen some of our major customers especially in the power sector have postponed their capex plans, in line with the current macro-economic scenario in the country.

I am very happy to inform you that our order book continues to be strong and is growing albeit at a slow pace. We have received mega orders from public sector companies. The investment in assets with the purchase of a ship and other equipment in this business division have made us better equipped to handle such orders. Intermittent rise in fuel prices, transportation through water offers at least a 33 percent cost advantage to our customers. The new customers added in the current year, will start execution of their projects in the second quarter. And we expect to see strong traction coming in this segment post the second quarter of the current year.

The consolidated financial performance for the 12 months ended March 31, 2013, is as follows:

Total revenue of ₹ 3,992.4 crore for the year ended March 31, 2013, as against ₹ 4,325.5 crore for 15 months ended March 31, 2012

EBIDTA of ₹ 422.4 crore for the year ended March 31, 2013, as against ₹ 569.4 crore for 15 months ended March 31, 2012

The profit after tax was ₹ 169.7 crore for the year ended March 31, 2013, as against ₹ 284.5 crore for 15 months ended March 31, 2012

EPS for the year ended March 31, 2013, was ₹ 13.3 for a face value of ₹ 2 per share

Our company has emerged as a leading and formidable player in all the businesses that it operates in. The thrust will continue to be on profitable growth across all lines of our businesses.

However we believe the current year will be challenging as global economy continues to be sluggish in terms of growth. Infrastructure companies in India are facing a cash crunch and their margins are under pressure. We hope to see revival but only by the end of this current year.

Even in such times, we are well managed. Our business strategy of being an integrated logistics service provider has not only avoided dependence on only a particular segment of logistics in India but also makes us the 'partner of choice' for our customers in terms of service offerings. Our global scale with operations across 89 countries, covering over 4,000 port pairs and focus on LCL consolidation, has made us more or less resilient to global trade volatility.

Our focus has always been on managing costs and increasing market share. We are also trying to increase our global market share, particularly in Asian countries. We have an extremely efficient and integrated system of people and assets. With investment in right systems and procedures, we have created a sustainable business model and are very confident of our long- term prospects.

Over the long term, India's prospects remain very bright. India has the potential to grow at sustained high rates over the next several decades on the strength of its demographic transition and high savings and investment rates.

India is entering demographic transition much later than many other developing countries, and will still be a relatively young nation twenty years from now even as its dependency ratio declines to 49 percent in 2030 from 56 percent today. Even as economic activity fell to a decade-low pace this year, investment rates did not decline much below 30 percent; combined with the demographic dynamics and a rising age-savings profile, India is likely to generate significant volumes of savings and investment over the coming years.

India s infrastructure development has been recognized as a critical driver for progress and economic development. The government has started to take steps to address the issue of poor infrastructure in the country, and has estimated a spend of one trillion dollars in the 12th five year plan..

CHAIRMAN'S MESSAGE

Today we have emerged as the 'logistics partner of choice' for projects of large conglomerates. Our company has invested significantly in this business over the past three years, building a large fleet size of over 1,000 equipment, to support this growing demand.

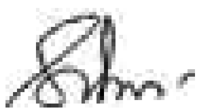
I am very pleased to inform you that in the past year, our company has won numerous awards and recognitions for our achievements such as Logistics Innovator of the Year by the Chartered Institute of Logistics and Transport, "Freight Forwarder of the Year- Project Cargo" by Conquest 2013, "Global Indian Maritime Personality" Award by The Maharashtra Chamber of Commerce, Industry and Agriculture. At the MALA awards we were recognised as the 'Heavy Lift Mover of the Year 2012' category. MALA is a distinguished Maritime and logistics award platform that honors the dignitaries of the logistics industry. Allcargo has been proud recipient of MALA awards for 3 years in a row. We were awarded the "Most Well Diversified Business Enterprise" by Citi Commercial Bank & Economic Times, 'News Maker of the Year' award – MALA Awards 2012 and also the "Global Indian Maritime Personality" Award.

We continue to scale up our existing businesses with a focus on profitable growth. We will explore new opportunities that would help us add value to our existing businesses or create synergies. The past year 2012 brought significant changes across the world and posed challenges to businesses globally. However we always believe there is an opportunity in every adversity. We believe this is the time to consolidate our focus and drive our ambition to become a global and preferred integrated logistics partner for our customers, creating value for all our stakeholders.

I firmly believe that having talent at all levels - which is naturally linked to innovation, corporate governance, business ethics, commitment and continuous learning - will enable us to outperform our industry and meet our obligations as an organization to our stakeholders.

I thank you all for your immense support and continued trust in the Management of our Company. I sincerely thank all our stakeholders – customers, partners, employees, shareholders, business associates for their faith in us. As we plan and work towards making our business bigger and better, I look forward to your continuous support and encouragement to take our company to greater and newer heights.

Thank You



Shashi Kiran Shetty
Chairman & Managing Director

OUR BUSINESSES

INTEGRATED LOGISTICS SOLUTIONS, WORLDWIDE

Since our humble beginning in the logistics domain in 1993, today Allcargo Logistics stands as a testament of achievements, as India's first truly multinational organisation with presence across 89 countries, through 189 own offices and over 8,000 professionals globally. Allcargo through the years has created a benchmark for the industry to follow, for providing world class logistics services.

Our integrated logistics services comprise:

- Global Multimodal Transport Operations (MTO)
- Pan India Container Freight Stations (CFS) & Inland Container Depots (ICD)
- Project & Engineering Solutions
- Ship Owning & Chartering and
- 3PL & Warehousing

At Allcargo we truly live our philosophy of 'Ingenuity in Motion' and strive earnestly to bring an ingenious solution that enhances our client's profitability and benefit all stakeholders of the company.

KRIS DE WITTE
Managing Director - Ecuhold NV

MARC STOFFELEN
Joint CEO - Ecu Line NV

Mr. S. SURYANARAYANAN
Director Finance &
Joint CEO Ecu Line

Multimodal Transport Operations (MTO) comprises NVOCC (Non Vessel Owning Common Carrier) services for LCL (Less Than Container Load) consolidation and FCL (Full Container Load) forwarding in India and globally through our wholly owned subsidiary ECU Line.

At present, Allcargo is one of the largest LCL service providers globally operating across 189 own offices, in 89 countries and through 4,000 port pairs, with expanding network of franchisees and agents. Our unique business model and integrated logistics expertise, provides us unparallel advantage in servicing global customers for their LCL requirements. Additionally supporting our FCL services, we have network of own warehouses at key ports that acts as transshipment hubs enabling us to manage and execute our services effectively and efficiently. Our services also includes Multicity Consolidation, Ex-Works, DAP (Delivery At Place) and DDP (Delivery Duty Paid).

Given our global reach, NVOCC business has performed considerably well in relation global economic downturn over the last year. Our large customer base and extended domestic network enables us to be the player with the highest number of direct consolidation catering to all major trade lanes. Within the domain Allcargo is also the leading service provider for moving hazardous cargo.

We will continue to further consolidate our leadership in NVOCC space and expand our global network to additional trade lanes. Leveraging Allcargo s integrated logistics services we will aim to provide complete logistics solutions to our customers, thus creating a competitive edge for their businesses, across India as well as globally.

ADARSH HEGDE
Executive Director

In the macroeconomic scenario of India, Container Freight Stations near ports, as well as Inland Container Depots (ICD) play a crucial role together, to create the much required logistics efficiency in the economy. The emergence of CFS infrastructure and services over the last decade across the country, has also contributed significantly in India's emergence as a preferred trading hub.

Allcargo is one of the largest and dominant players in the CFS and ICD space across India. Since starting operations in 2003 at Jawaharlal Nehru Port (JNPT), Allcargo has grown in scale and capacities, with presently having six world class facilities in the country. That includes two CFSs at JNPT, one each at Mundra (in Gujarat) and Chennai. And two ICDs, one each at Kheda-Pithampur near Indore and Dadri in the NCR region. Our second CFS at JNPT started operations in December 2012. At present Allcargo garners a considerable market share in the space and has emerged as one of the top two CFS operators at JNPT and the top operator at Chennai. We are one of the top five CFS operators at Mundra as well. Allcargo's total capacities across facilities, presently stand over 5,00,000 TEUs per annum.

With benchmarked quality standards, standardized processes and operational excellence, Allcargo leads the industry in innovative practices and quality certifications. All facilities of Allcargo are OHSAS (Occupational Health and Safety Assessment Series) 18001:2007 certified and ISO 9001:2008 certified. Its CFSs at JNPT and Chennai are also Global Security Verification (GSV) certified. These global quality certification are supported by innovative technology to provide seamless control and visibility for our customers, through RFID (Radio Frequency Identification) chips on containers, to usage of Google maps, thus enabling customers to track shipments and containers across our facilities.

Given the economic scenario over the last year across India as well as globally, the CFS business itself has seen some challenges in terms of volumes. But the overall macro opportunity of India is here to stay and given the market size of India in terms of consumption and also the emergence of our geography as the manufacturing hub especially for automobile, consumer electronics, IT hardware, heavy industry etc, the logistics industry, supported by CFSs and ICDs will continue to have tremendous opportunities for growth in coming years.

Allcargo will continue its endeavour of providing world class CFS and ICD services across our infrastructure. Leveraging our integrated logistics services and international best practices, we will continue our focus on creating customer delight and service excellence.


Transindia Logistics Park, JNPT, Mumbai CFS


JNPT, Mumbai CFS


Chennai CFS


Mundra CFS


Dadri ICD


Kheda ICD

PROJECT AND ENGINEERING SOLUTIONS (P&E)

UMESH SHETTY
Executive Director

ARMIN KALYANIWALLA
CEO – Project Division

Allcargo s Project and Engineering Solutions division is one of India s leading project logistics service providers with expertise in heavy lift capabilities. Since starting operations the division at present specializes in managing end-to-end project logistics, from planning to movement of Project Cargo, Out of Guage / Over Dimensional Cargo, Over Weight Consignments on turnkey and Door-to-Door basis, Route Surveys and Multi modal/location transportation. This includes world class equipment solutions with owned fleet of over 1,000 equipments and specialized vehicles. Complete range of Cranes (Crawler, Telescopic, Truck Lattice & all Terrain), Hydraulic Axels & Self Propelled Modular Transporters (SPMTs), Strand Jacks, Trailers (Low Bed, Semi Low Bed & High Bed), Fork-Lifts and Reach Stackers.

Our expertise, are enhanced by our international engagements with the likes of Mammoet and Hansa Heavy Lift GmbH. The former is a Dutch company specializing in the hoisting and transportation of heavy objects over water and roads. Allcargo Logistics Ltd has a strategic tie up with Mammoet in India for jointly sourcing and executing projects. The latter is a Germany Hamburg headquartered global specialist in transport of heavy-lift, project and break-bulk cargoes through oceans. Allcargo is the exclusive agent of Hansa, in India.

Taking cognizance of India s infrastructure needs as a backbone for supporting the growing economy, government of India has accelerated its focus on boosting this sector with supportive policy and investments. This is also evident from the fact that the 12th Five Year Plan (2012-17) by the planning commission has doubled investment in infrastructure. This appetite for infrastructure is fueling the sustained growth in project logistics within the country. Given the unique demography of our country, project logistics not only requires world class equipments but it also requires unique engineering and solutions expertise. India s macro economic need for core infrastructure especially in the sectors of Power, Oil & Gas, Minerals, Public Transportation, Ports, Airports, Telecommunications, Roads, Bridges is growing at staggering pace. Given Allcargo s integrated logistics, professional expertise in the domain and world class equipments, our Project and Engineering solutions is well poised to be the leading service provider of project logistics, for public enterprises as well as multinational and India companies.

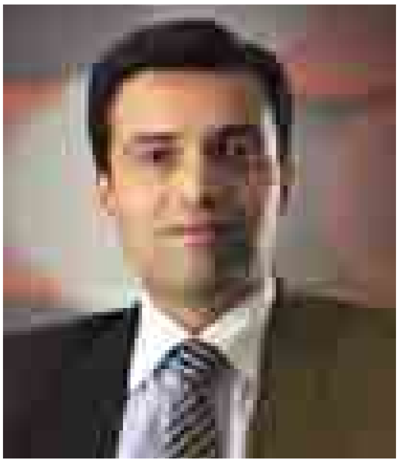
Transportation of generator stator on Son river bypass for Reliance Sasan Project

Placement of 55 ton Cold Box at Durgapur Cement Plant

Wind tower erection at Bhuj, Gujarat

Recovery of 28 ton turbine at Bhavnagar, Gujarat

CAPT. ASHOK KUMAR SHRIVASTAVA
CEO - Shipping Division



AJAY RAO
President - Strategy & BD
(Warehousing & 3PL Division)

Allcargo s integrated logistics portfolio also comprises the relatively new businesses of Ship Owning & Chartering and 3PL & Warehousing services.

Since starting operations, our Shipping division is one of the leading waterway transportation providers, across India. At present the division owns a fleet of three general cargo vessels, 'M. V. Allcargo Laxmi, M. V. Allcargo Arathi and M. V. Allcargo Susheela , specializing in coastal movement of bulk and break bulk cargo. Given the unique geography of India and its 7,500 odd kms of coastline, cargo movement through waterways is the most efficient, coast effective and environment friendly mode of transportation, as compared to the existing medium of roads and rails. Allcargo s shipping services is well poised to leverage its expertise and world class services to capitalize on the emergence of coastal shipping as the preferred mode of cargo movement across India.

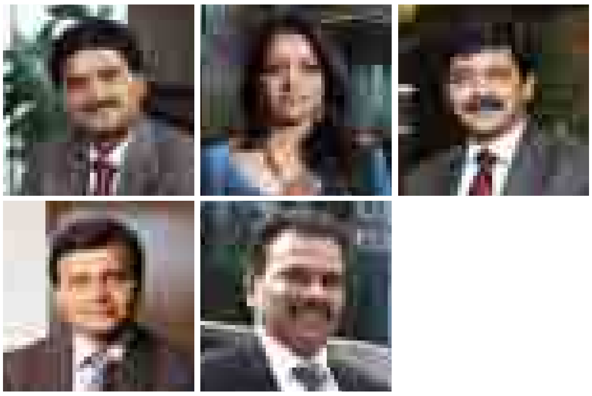
Allcargo s 3PL & Warehousing division forms the backbone of our integrated logistics within the geography of India. With emergence of global best practices for logistics operations, numerous international as well as Indian companies are optimizing their logistics needs by outsourcing its management to experts like Allcargo. The division of 3PL & Warehousing since starting operations, presently provides world class services through its network of strategically located existing warehouses across India including, Mumbai (Bhiwandi), Goa, Indore, Hosur and Chennai. Allcargo also has land bank of nearly 200 acres for facilities across Nagpur, Hyderabad and Bangalore. The division specializes in providing services such as Vendor Managed Inventory, Kitting, Assembly, Re-Packing, Co-Packing, Reverse Logistics, Quarantine & Disposal Management and Distribution services.

M.V. Allcargo Laxmi

Warehouse

OUR MANAGEMENT TEAM

SENIOR MANAGEMENT TEAM



Mr. Shashi Kiran Shetty – Chairman & Managing Director
Mrs. Arathi Shetty – Non Executive Director
Mr. Adarsh Hegde – Executive Director
Mr. Umesh Shetty – Executive Director
Mr. P. P. Shetty – HR Advisor

Mr. S. Suryanarayanan – Director Finance & Joint CEO - Ecu Line NV
Mr. Jatin Chokshi – Chief Financial Officer
Mr. Ajit Jangle – Group Chief Operating Officer
Mr. Mukundan K V – Chief Assurance & Risk Executive
Mr. Hrushikesh Joshi – Group Chief Information Officer

Mr. Kris De Witte – Managing Director - Ecuhold NV
Mr. Marc Stoffelen – Joint CEO - Ecu Line NV
Mr. Deepal Shah – CEO - Hindustan Cargo Ltd.
Mr. Armin Kalyaniwala – CEO - Project Division
Capt. Ashok Kumar Shrivastava - CEO - Shipping Division
Mr. Ajay Rao – President Strategy & BD (Warehousing & 3PL Division)
Mr. Tim Tudor – RCEO - Latin America
Mr. Thomas Heydorn – RCEO - Central & Eastern Europ
Mr. Simon Bajada – RCEO - North & West Europe, Mediterranean
Ms Shantha Martin – RCEO ISC & Middle East
Mr. Uday Shetty – RCEO - ASIAPAC
Mr. Pramod Kokate – Sr. Vice President - CFS/ICD (Sales & Marketing)

CORPORATE INFORMATION

Bankers

Axis Bank Ltd
Citibank NA
DBS Bank Ltd
HDFC Bank Ltd
Hongkong and Shanghai Banking Corporation Ltd
ING Vysya Bank Ltd
Standard Chartered Bank
Yes Bank Ltd

Statutory Auditors

M/s Appan & Lokhandwala Associates
Chartered Accountants
402, Shiv-Ahish, Plot No.10
19th Road, Chembur, Mumbai 400 071

M/s B S R & Co.
Chartered Accountants
Lodha Excelus, 1st Floor
Apollo Mills Compound, N M Joshi Marg
Mahalaxmi, Mumbai 400 011

Internal Auditor

Mr. Mukundan K V

Company Secretary & Compliance Officer

Mr. Shailesh Dholakia

Solicitors & Legal Advisors

M/s Maneksha & Sethna
Solicitors, Advocates & Notary
8, Ambalal Doshi Marg
Hamam Street, Fort, Mumbai 400 023

Registrar & Share Transfer Agents

Link Intime India Private Limited
C-13 Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (W), Mumbai 400 078
Tel: 022-2596 3838
Fax: 022-2594 6969
Email: mumbai@linkintime.co.in

Registered Office

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Mumbai 400 098
Tel: 022-6679 8100
Fax: 022-6679 8195
www.allcargologistics.com

BOARD OF DIRECTORS

From left to right: Shashi Kiran Shetty, Arathi Shetty, Adarsh Hegde, Umesh Shetty, Akhilesh Gupta, Kaiwan Kalyaniwalla, Keki Elavia, M P Bansal, Hari Mundra, and J. Ramachandran

CORPORATE SOCIAL RESPONSIBILITY (CSR)

CORPORATE SOCIAL RESPONSIBILITY (CSR)

CORPORATE SOCIAL RESPONSIBILITY (CSR) PHILOSOPHY

Under the visionary leadership of the Executive Chairman Mr. Shashi Kiran Shetty, Allcargo Logistics Ltd as part of The Avvashya Group , has committed itself to making a difference in the lives of underprivileged and economically challenged citizens of our country.

Allcargo's Corporate Social Responsibility (CSR) initiatives, through 'Avashya -Foundation' a non profit organization and in collaboration with various NGOs across India, believes in nurturing inclusive development with a human touch. Its CSR focus is to take each initiative beyond philanthropy and promote people centric inclusive development with the active participation of the community at all levels. Thus Allcargo s CSR initiatives aim to support:

A. Natural Disaster Relief – Providing immediate and life essential supply of water, food and medicine to regions of India affected by natural disasters such as drought, flood, earthquakes, and other calamities.

B. Health Care – Critical medical assistance for curative and preventive health care. Make essential and life saving medicines and medical treatment available to all underprivileged and economically challenged section of the society across rural and urban regions of India.

C. Education – For children and adults across the underprivileged and economically challenged sections of the rural as well as urban society. Create a platform for financial assistance, student's scholarships & adoption programs, parent s awareness campaigns and through creating education support infrastructure.

D. Women Empowerment – Providing a platform for all women across the varied sections of the society for making a better living through education, skills development and employment programs, to support themselves and their families.

E. Environmental Sustainability - Focus on creating awareness towards sustainable environmental practices in terms of infrastructure development, alternative energy, conservation of resources and training people to be more conscious, responsible and accountable to the environment.

NATURAL DISASTER RELIEF

Allcargo believes that every citizen and every organization private as well as public has the moral, social and human obligation to support natural disaster affected citizens, by all possible means and forms. The only way to embrace or accept nature s fury on this planet is to lend a helping hand to each other in such disasters. Although we cannot control mother nature s extreme forms, but we can surely control the loss of human lives, due to it. With this endeavour, Allcargo proactively supports and initiates, relief programs for such affected regions in collaboration with local social entities and also government administration. With this endeavour Allcargo supported the below initiative:

Daily Supply of Water, Free of Cost to Drought Effected Areas of Maharashtra:

The state of Maharashtra has witnessed the worst drought in its recent history. Over the course of the year larger regions in remote as well as major areas got severely affected by the acute shortage of water. Effecting lives of elderly citizens, children, adults, farm lands, live stocks, along with local economy as well.

In the month of May 2013, Allcargo initiated a relief program to support two of the most effected villages in the Beed district of the state in the Wadvani block, Harishchandra Pimpri and Dukdegaon . The program comprises continuous supply of water through tankers to these areas free of cost. With a capacity of 20,000 liters of water per tanker, the program provided two rounds of supply (40,000 liters of water) each day to the villagers. This program will be continued indefinitely. Allcargo has dedicated resources for this program, in terms of tankers, drivers, water suppliers, volunteers, who will be continuing this initiative till the areas receive natural supply of water through rains or is provided with alternative support system. This program was inaugurated at Beed districts headquarters, by Mrs. Manisha Tokle, social worker, Manavi Hakka Abhiyan. Through Avashya Foundation, this program was successfully implemented in collaboration with Rural Development Center a subsidiary of Manavi Hakka Abhiyan and the district administration.

HEALTH CARE

Allcargo through Avashya Foundation and in association with other NGOs support programs for preventive and curative healthcare across rural and urban regions of India. It focuses to create platform for making quality health care accessible and available to all underprivileged and economically challenged citizens through medical support schemes, surgery assistance and medical check-up camps, such as:

- Dedicated Medical Support Centre JEEVAN at Lokmanya Tilak Municipal General (LTMG) Hospital (Sion) in Mumbai – Allcargo has setup a dedicated medical support centre named Jeevan at LTMG Hospital one of Mumbai s largest public hospitals. Jeevan provides financial support for essential surgeries, ailment investigation, medicinal support, pre/post child birth maternal check ups, across ailments from Neurology, Orthopedics, ENT, Gynecology, Skin, Dental to specific critical illness such as to Cancer, Tuberculosis and others, for the underprivileged and the economically challenged citizens of the society. This program is operated with management support from the office of 'Major Hospitals of Brihanmumbai Municipal Corporation (BMC)', lead by the director Dr Suhasini Nagda. The Social Works department attached to the hospital provides regular references of patients requiring immediate medical assistance, post which they are enrolled into this program. Till May 2013, over 237 patients have benefited through Jeevan in terms of immediate medical assistance for their ailments.

- Cataract Diagnosis & Operations Program DRUSHTI – Allcargo through association with the Lions Club, created a dedicated eye check-up program Dhrusti for providing medical check-ups, diagnosis and surgery assistance for citizens suffering from cataract. This program was implemented across the region near Jawaharlal Nehru Port Trust in Mumbai and has till May 2013 provided surgery assistance free of cost to over 350 patients for their cataract operations. In addition to the operations, Allcargo has also provides 'Spectacles' free of cost to over 245 patients across the eye check up camps in the JNPT region of Maharashtra. Such camps are also organized with local gram Panchayat bodies such as Senapati Hamirrao Mohite Samajik Sanstha. General medical check-up camps are also periodically organized by

Allcargo in local schools as well as centers, to detect eye related ailments in children as well as adults and elderly citizens, free of cost. In association with the local Zilla Parishad of the JNPT region, over 510 citizens have benefited through these camps.

- Leprosy Eradication & Awareness Programs – Allcargo in association with Alert India, has supported LEAP (Leprosy Elimination Action Program) initiative across Maharashtra. The program focuses on creating awareness about the diseases and eradication of social stigma about the illness. Over 500 patients were attended and counseled with this program, across the districts of Gadchiroli, Chandrapur, Nagpur, Amravati. Bhandara and Thane. In addition to the above Allcargo actively supports various NGOs including the Cancer Society.

EDUCATION

Allcargo has always believed that the future of India rests on the foundation of education. Especially to our children, women in the society and also for adults who never got the necessary support to complete their fundamental schooling. Thus Allcargo through the Avashya Foundation and in collaboration with various NGOs, proactively supports grass root education program and school infrastructure development across rural and urban regions of India, such as:

- Construction of Three Schools at Pircon, Koproli & Pedgaon, in Raigad district of Maharashtra - Allcargo has refurbished/constructed three schools in the region of Maharashtra near Jawaharlal Nehru Port Trust:

- At Pircon Village – In collaboration with Rayat Shikshan Sanstha, Allcargo refurbished Karamveer Bhaurao Patil School' in Pircon, Raigad district. The institution is part of a 90 year heritage of state education foundation and one of the 675 branches of the schooling system in rural areas of Maharashtra. With the new premise the school prolonged its social support to over 700 students, from junior kindergarten till secondary school certification. The new premise started teaching from the term of 2012.
- At Koproli Village – Allcargo constructed a new premise for an existing old Raigad Zilla Parishad school for educating local children from first to seventh standard, The school started its term in the new premise from June 2012, with overall capacity of schooling over 170 students.
- At Pedgaon Village – In collaboration with Raigad Zilla Parishad Allcargo constructed a new premise for an existing old school infrastructure, for students from first to fourth standard of schooling. With a capacity of over 150 students. The school started its term in the new premise in 2012.

STUDENTS ADOPTION & EDUCATION SCHOLARSHIP PROGRAMS

Allcargo through Bants association has offered scholarship and adopted over 700 students across Maharashtra and Karnataka region, from the underprivileged as well as economically challenging sections of the society. The scholarships are given with the objectives of reducing the economic hardships of the students and enabling them to pursue quality education, preventing the likelihood of the drop out of the students facing economic hardships and encouraging educational mainstreaming of the deprived students in order to pave way for their brighter future. This scholarship provides access to quality education and support for completing schooling and pursuing higher education. Thus providing them much needed support for personal growth, skills development, social awareness and making them capable to pursue their dreams. This scholarship is provided upto graduation of the student from the respective institution. One of such programs was organized in March 2013 at Bunt Sangh's Institute at Kurla in Mumbai.

SUPPORT TO ANANDO PROJECT IN MUMBAI

Allcargo in association with 'Light of Life Trust (LOLT)' an NGO established in 2002 with a focus to transform the lives of the rural underprivileged, supported the 'Anando Project' in 2011. The project provided platform for 56 needy and vulnerable children to improve their schooling life with the help of alternative medium of education. Such as music, art of performance, multi functional and playful methodology of learning. The program also supported awareness sessions for parents of enrolled students to this innovative teaching methodology. LOLT with the assistance of Allcargo supports a center at Karjat in Mumbai for the enrolled students and their parents. Allcargo also actively supports Mother Teresa foundation in its initiatives towards education and orphanage initiatives.

- **Construction of Steel Railing on a River Footover Bridge –** In the Bantwal Taluka of Karnataka, in the Rangel village, Allcargo constructed a steel railing structure to support the footover bridge passing through a river in the locality. This old bridge was used by locals and village children for daily commute, especially to the local municipal schools across the river. During monsoon season the river used to get filled with heavy flow of water, thus making commutation through it very dangerous, especially for children. Thus for four months of rain, children use to travel round about way of 2.5 kms, just to reach the school 800 meter away. In the past few children also lost their lives while trying to cross the bridge in rainy season.

  Allcargo initiated the charter to construct a support steel railing structure over the bridge, in association with Rangel village and School Development & Management committee (SDMC) of Dakshina Kannada Zilla Panchayat Higher Primary School (DKZP HPS), Naila. Post the construction, children of the village are now using the bridge for their commute to the municipal school without any risk to their lives and safety.

DISTRIBUTION OF LAPTOPS FOR AN EDUCATION SUPPORT CENTER IN DHARAVI (MUMBAI)

- Allcargo in association with ACORN foundation, an NGO focused on working for the welfare of rag pickers & waste collectors across Mumbai, a disadvantaged community, and their families since 2008. Acorn has community centre in Dharavi which acts as an office, recycling centre, library and school for the rag pickers. The computer literacy classes are conducted in the evening at the Xavier s Technical College, at Mahim west. The volunteers of the foundation provide training to these children in basic computer education. Allcargo logistics has provided five laptops to Acorn Foundation with the object of making information technology accessible to the most marginalized section of the society. Presently the program supports over 100 children across Mumbai, for their computer awareness and literacy training.
- Support to Isha Foundation based in Mumbai – Allcargo through the Mumbai Marathon 2013, supported an NGO Isha foundation, focused on women education in India, malnutrition eradication programs and medical support to women.

- Support to Akanksha Foundation based in Mumbai – The Akanksha Foundation is a non-profit organization with the vision to equip all students with education, skills and character they need to lead empowered lives. The foundation initiated school reform through The School Project , and by providing a supplemental education through the Akanksha centers across Mumbai and all over India. Allcargo has committed its support to the causes of this organization through periodic donations to its programs.
- Support Education through Donations to Institutions – Allcargo through Avashya Foundation and in collaboration with NGOs supports various educational initiatives for underprivileged and economically challenged children, by providing donations to institutions such as National Education Society, as financial assistance in terms of enrollment fees of underprivileged children from Dharavi region of Mumbai. Allcargo also supports education program for SVS High School & College located in the state of Karnataka. Below are institutions supported by Allcargo across Maharashtra specifically in and around the Mumbai region
- Raigad Zilla Parishad schools at Pircon, Koproli and Pedgaon
- Phunde School near JNPT
- SMS College at Dombivali
- Arathi & SK Shetty College of Information Technology at Kurla

WOMEN EMPOWERMENT

Allcargo believes that empowerment of a women in our country, is the most important social variable for making tremendous improvements in our society, culture and values we treasure as a nation. Every woman has the right to her education, safety and social upliftment. Every woman in this country must be given extra support for pursuing her personal, family and professional goals, especially from the underprivileged and economically challenged section of the society. Allcargo proactively supports women focused social programs related to education, skills development, mother care, health and employment opportunity creation, such as:

- In association with Sahachari Foundation Allcargo supported the women s self employment & safety project 'Cab by the women for the women' by providing financial assistance through donation. Thus supporting the purchase of one taxi cab for a female citizen (Ms Nayantara Janadhan) residing in Delhi, which will be used by her to sustain her employment and earnings.

- Allcargo also supported the nursing education program of Women's India Trust (WIT) in 2013 for imparting skills development and education particularly in the domain of nursing for women. WIT is a charitable organization established in the year 1968, for providing training to less privileged and unskilled women in Mumbai. WIT has helped numerous women to develop skills and earn a regular income, thus changing their lives.

ENVIRONMENTAL SUSTAINABILITY

With a key focus on sustainable environment, Allcargo promotes and embraces environment friendly policies across its organizational practices and infrastructure development, such as:

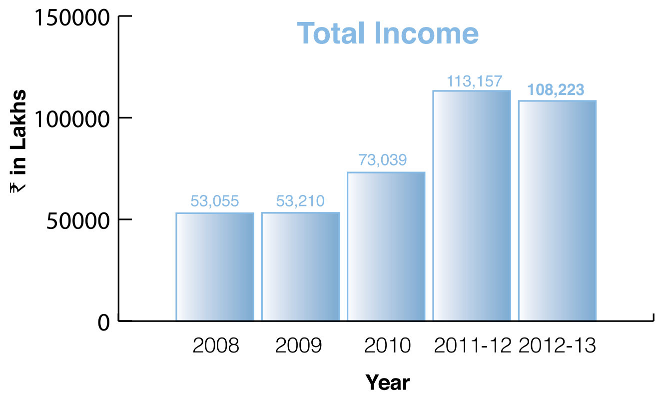
- Association with Bombay Natural History Society (BNHS) – As an active member of BNHS, Allcargo imparts awareness and education programs to all stakeholders internally and externally on sustainable environmental practices. These periodic sessions are held across facilities to update and bring forth developments in practical application of sustaining a clean & green environment.
- Association with Greenpeace: Allcargo has implemented awareness programs and sessions in association with Greenpeace for internal stakeholders, with a focus on conserving energy. A series of sessions on 'True Cost of Electricity' was conducted across Allcargo's office highlighting the process of electricity generation, its challenges, de-forestation, and its environmental impacts.

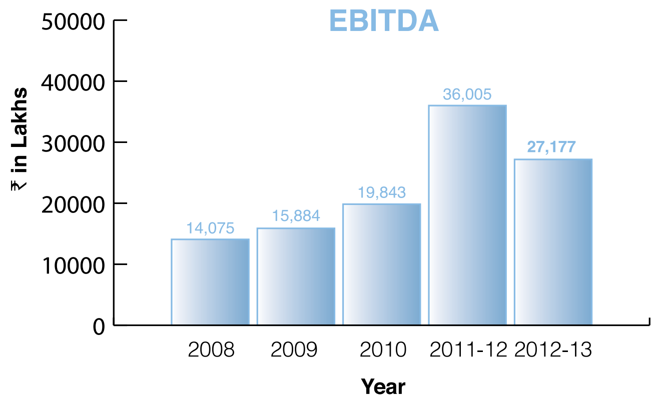
Committed to Environment Friendly Energy

Allcargo has committed through its infrastructure development and operations, the practice to adopt alternative mediums of energy generation and distribution. Allcargo has embraced use of solar panels to meet its demand for energy requirements and excess supply is diverted back to the state level grids for utilization by other citizens. Allcargo s facilities across Mumbai have solar panels as one of the mediums of energy generation for its daily operations.

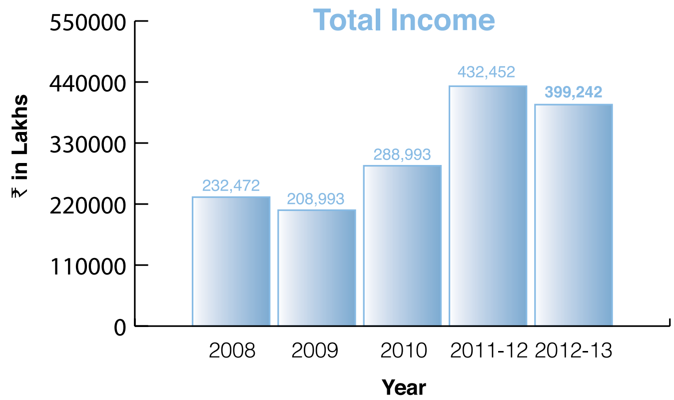
OUR PERFORMANCE

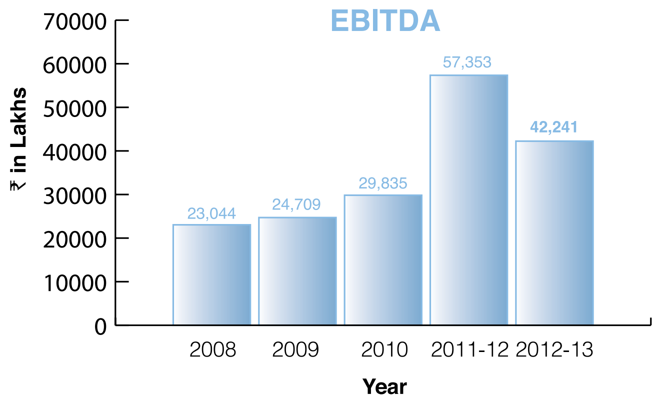
STANDALONE FINANCIAL

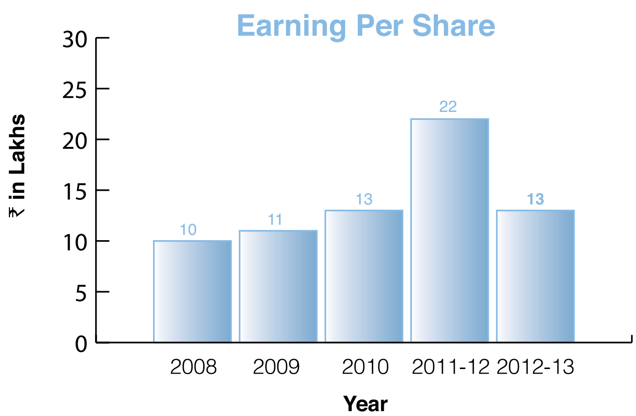




CONSOLIDATED FINANCIAL







STANDALONE FINANCIAL HIGHLIGHTS

(₹ in Lakhs)

	2012-13	2011-12	2010	2009	2008
Total Income	**1,08,233**	1,13,157	73,039	53,210	53,055
Profit Before Interest, Depreciation and Taxes	**27,177**	36,005	19,843	15,884	14,075
Interest	**(2,673)**	(5,055)	(1,332)	(1,496)	(1,245)
Depreciation	**(11,676)**	(8,904)	(4,024)	(3,763)	(2,547)
Profit Before Exceptional Items and Taxation	**12,828**	22,046	14,487	10,625	10,283
Provision for Tax	**(1,273)**	(3,640)	(2,374)	(844)	(1,642)
Exceptional Items	**-**	-	-	-	627
Profit After Tax & Exceptional Items	**11,555**	18,406	12,113	9,781	9,267
Profit Brought Forward from Previous Year	**46,218**	31,938	24,424	17,086	9,424
Prior Period Adjustments	**-**	-	1,238	17	(1)
Profit Available for Appropriations	**57,774**	50,344	37,774	26,884	18,690
Earning Per Share (₹)	**9**	14	9	9	8
Appropriations:-					
Interim Dividend Paid	**-**	1,305	681	624	-
Tax on Interim Dividend	**-**	212	113	106	-
Proposed Final Dividend	**1,883**	653	3,263	624	559
Tax on Final Dividend	**320**	106	529	106	95
Transfer to General Reserve	**1,156**	1,850	1,250	1,000	950
Transfer to capital Redemption Reserve	**83**	-	-	-	-
Balance Carried to Balance Sheet	**54,332**	46,218	31,938	24,424	17,086

CONSOLIDATED FINANCIAL HIGHLIGHTS

(₹ in Lakhs)

	2012-13	2011-12	2010	2009	2008
Total Income	**3,99,242**	4,32,452	2,88,993	2,08,951	2,32,472
Profit Before Interest, Depreciation and Taxes	**42,241**	57,353	29,835	24,709	23,044
Interest	**(4,151)**	(6,832)	(1,944)	(2,316)	(2,485)
Depreciation	**(14,735)**	(13,370)	(5,499)	(5,447)	(4,472)
Profit Before Exceptional Items and Taxation	**23,355**	37,151	22,391	16,946	16,087
Exceptional Items	**(1)**	(44)	-	(274)	(314)
Provision for Tax	**(5,121)**	(7,337)	(4,840)	(2,604)	(3,573)
Profit After Tax	**18,233**	29,769	17,551	14,068	12,199
Profit Brought Forward from Previous Year	**67,456**	43,349	32,593	22,000	12,834
Prior Period Adjustments for Taxes and Expenses	**-**	-	39	3	(42)
Minority Interest	**(1,259)**	(1,317)	(998)	(1,076)	(1,387)
Profit Available for Appropriations	**84,881**	71,801	49,186	34,995	23,604
Earning Per Share (₹)	**13**	22	13	11	10

DIRECTORS' REPORT

To,

The Members of

Allcargo Logistics Limited

Your Directors take pleasure in presenting the Twentieth Annual Report of the Company together with Audited Statement of Accounts for the year ended March 31, 2013.

FINANCIAL HIGHLIGHTS

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

(₹ in Lakhs)

Particulars	For the Year Ended	
	March 31, 2013 (12 months)	March 31, 2012 (15 months)
Sales & Other Income	**108,233**	113,157
Profit Before Interest, Depreciation and Taxes	**27,177**	36,005
Interest	**2,673**	5,055
Depreciation	**11,676**	8,904
Provision For Tax	**1,273**	3,640
Profit After Tax	**11,555**	18,406
Profit brought forward from previous year	**46,219**	31,939
Amount available for Appropriations	**57,774**	50,345
Appropriations:		
Interim Dividend	**-**	1,305
Tax on Interim Dividend	**-**	212
Proposed Dividend	**1,883**	653
Tax on Dividend	**320**	106
Transfer to General Reserve	**1,156**	1,850
Profit carried to Balance Sheet	**54,332**	46,219

REVIEW OF OPERATIONS

The year under review was challenging and opportunistic for your Company as macroeconomic environment continued to remain unstable and volatile and slow down of the Indian as well as global economy. In-spite of all odds and adversities, your Company has achieved the growth which is grossly attributable to Company's customer-centric approach and its ability to innovate customer specific solutions, focus on pricing and aggressive marketing strategy, disciplined project exEcutions, focused management approach, prudent financial and human resources management and ensuring better control over cost.

Overall, the company is on a strong growth path and its efforts to improve efficiency, productivity and profitability will improve overall returns. Members are requested to refer Management Discussion and Analysis Report annexed to this report for detailed segment wise performance.

APPROPRIATIONS

Considering the profitable performance of the Company during the year under review, your Directors are pleased to recommend a dividend @ 75% i.e. ₹ 1.50 per equity share of ₹ 2 each.

The Dividend, if approved by the members at the ensuing Annual General Meeting, will absorb a sum of ₹ 2,218 lakhs including dividend distribution tax.

SUBSIDIARY COMPANIES

The operating performance of various subsidiaries were also affected due to the macroeconomic environment being unstable and volatile but nevertheless the subsidiaries put their best efforts to sustain such turbulent times and achieved sustainable growth during the year under review.

During the year under review, your Company has increased the stake in following subsidiary companies:

(i) Acquired balance 15% stake in Ecu Line (Johar Bahru) SDN BHD, Malaysia as a result Ecu Line (Johar Bahru) SDN BHD has become 100% subsidiary of Ecuhold NV

(ii) Acquired balance 10.07% stake in aEcu Line (Indian Ocean Island) Ltd, Mauritius as a result aEcu Line (Indian Ocean Island) Ltd has become 100% subsidiary of Ecuhold NV

(iii) Acquired 9.75% stake in Translogistik International Spedition Gmbh by HCL Logistics NV. Pursuant to such acquisition of additional stake, total holding in Translogistik International Spedition Gmbh increased to 80.27%

The stand-alone audited financial statements of all subsidiaries operating in India and Overseas are not attached to this report in view of the general exemption granted under Section 212 of the Companies Act, 1956 by the Ministry of Corporate Affairs, Government of India vide its Circular No.51/12/2007– CL-III dated February 8, 2011 and February 21, 2011. The statement pursuant to Section 212 of the Companies Act, 1956 relating to the subsidiary companies along with a statement of financial highlights of subsidiaries operations providing relevant details are attached and form part of this Annual Report.

The Company will make available the Annual Accounts of the subsidiary companies and related information to any member of the Company and its subsidiaries who may be interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection by any investor at the registered office of the Company and its subsidiary companies.

CONSOLIDATED FINANCIAL STATEMENTS

As required under the Listing Agreement with the Stock Exchanges, the attached Consolidated Financial Statements of the Company and all its subsidiaries have been prepared in accordance with the Accounting Standard AS-21 -Consolidated Financial Statements read with Accounting Standard AS 23-Accounting for Investment in Associates and Accounting Standard AS 27-Financial Reporting of interest in joint Ventures, which includes financial results of its subsidiaries, joint ventures and associate companies and forms part of this Annual Report.

EMPLOYEES STOCK OPTION PLAN 2006

Disclosures pursuant to Clause 12 of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, relating to the Company's ESOP Scheme as on March 31, 2013 are set out in Annexure II annexed to this report. The Company has not granted any new stock options to its employees during the year under review. The ESOP Scheme had a validity period of 7 years from the date of its formation and accordingly has expired on January 11, 2013.

A certificate from the Statutory Auditors of the Company M/s. B S R & Co., Chartered Accountants, Mumbai and M/s Appan & Lokhandwala Associates, Chartered Accountants, Mumbai, with respect to the implementation of Company's ESOP Scheme, will be placed before the Members at the ensuing Annual General Meeting and a copy of the same shall be available for inspection at the Registered Office of the Company on all working days, except Saturday and Sunday, between 11.00 a.m. to 2.00 p.m., upto the date of Annual General Meeting.

SHARE CAPITAL AND LISTING OF SHARES

During the year under review, your Company has, in accordance with the provisions of Sections 77A, 77AA and 77B and all other applicable provisions of the Companies Act 1956 and the provisions contained in the SEcurities and Exchange Board of India (Buy Back of SEcurities) Regulations, 1998, bought back 4,136,449 equity shares of ₹ 2 each from the open market through stock exchanges at an average price of ₹ 139.69 per equity shares for an aggregate consideration of ₹ 57.78 crore (exclusive of Brokerage, Service Tax, SEcurities Transaction Tax, Stamp Duty, Exchange Transaction Charges and SEBI fees), being approximately 77.05% of the Maximum Offer Size of ₹ 75 crores. The Company has extinguished all the Equity Shares so bought back as aforesaid.

Pursuant to the buyback of equity shares, the total paid up capital of the Company has reduced from ₹ 261,094,644 comprising of 130,547,322 equity shares of ₹ 2 each fully paid to ₹ 252,821,746 comprising of 126,410,873 equity shares of ₹ 2 each fully paid.

The Equity Shares of the Company are listed and traded in compulsory dematerialized form on the BSE Limited and the National Stock Exchange of India Limited. Your Company has paid the Annual Listing fees and Annual Custody fees to the Stock Exchanges and Depositories up-to-date.

AMALGAMATION OF MHTC LOGISTICS PVT.LTD

Your Board of Directors at its meeting held on February 14, 2012 had approved de-merger of the Project Division of MHTC Logistics Pvt. Ltd., the wholly owned subsidiary of the Company, in favour of the Company effective from April 01, 2012, subject to necessary approvals of the stake holders and the Hon'ble Bombay High Court. However, the Board of Directors of the Company at its meeting held on August 7, 2012 reconsidered its earlier decision of de-merger and approved amalgamation of MHTC Logistics Pvt. Ltd. with the Company effective from April 01, 2012 ("The Appointed Date"), subject to obtaining necessary approvals of the stake holders and the Hon'ble Bombay High Court.

The Company has obtained the approval of the Members to the Scheme of Arrangement at the Court convened general meeting held on February 25, 2013. Pending the approvals of the Hon'ble Bombay High Court and other statutory and regulatory authorities, the effect of the Scheme of Arrangement has not been given in the audited financial statements for the year under review.

AWARDS AND RECOGNITION

The year under review was very special for your Company as it has received many awards and recognitions for the significant contribution made by your Company in development and growth of the logistic industry.

- Mr. Shashi Kiran Shetty, the Chairman and Managing Director of the Company, felicitated as the Global Indian Maritime Personality by Maharashtra Chamber of Commerce, Industry and Agriculture (MACCIA); Hall of Fame for being the First Indian Global Forwarder by FFFAI; Crowned as the News Maker of the Year - MALA Awards 2012
- "Most Well Diversified Business Enterprise" – Citi Commercial Bank & Economic Times.
- LCL CONSOLIDATOR OF THE YEAR AWARD at the South East CEO Conclave and Awards 2012
- Winner of HEAVY LIFT Mover of the YEAR 2012 – MALA Awards 2012
- Outstanding Contribution in Logistics (Infrastructure Category) Award by EPC World Awards 2012
- Freight Forwarder of the Year- Project Cargo award at 4th CONQUEST 2013.
- Allcargo Shipping Co. Pvt. Ltd, the wholly owned subsidiary of the Company, adjudged 'Best Shipping Line of the Year – Break Bulk Operator' at the Gujarat Star Awards
- "Leadership and Innovation" category award by International Women Leadership Forum (IWLF) Award to Ms. Shantha Martin (Individual capacity)

Your Company believes that winning of such recognitions was due to the hard work, passion and spirit of team work of the employees and thoughtful leaders, whose novel thinking and innovative approach have led them to attain excellence in their field. These awards are a testimony to the commitment to the stakeholders of the Company and seamless integrated logistics solutions.

DIRECTORS

The Board of Directors of the Company has co-opted Prof. Jayaraman Ramachandran as Additional Director on the Board of the Company u/s 260 of the Companies Act, 1956. Prof. Ramachandran is a Non ExEcutive Independent Director and shall hold office upto the date of the ensuing Annual General Meeting. The Company has received notice u/s 257 of the Companies Act, 1956 from a member proposing his candidature for the office of Director at the ensuing Annual General Meeting of the Company. The Board recommends his appointment at the ensuing Annual General Meeting.

Mr. Satish Gupta, Independent Non ExEcutive Director, has resigned as Director of the Company w.e.f. May 20, 2013. Your Board places on record its deep appreciation for the valuable services and guidance given by Mr. Satish Gupta during his tenure as Director of the Company.

In accordance with the provisions of the Companies Act, 1956 and that of Articles of Association of the Company, Mrs. Arathi Shetty, Mr. Adarsh Hegde and Mr. Mohinder Pal Bansal, Directors of the Company, retire by rotation at this Annual General Meeting. Being eligible, they offer themselves for re-appointment. The Board recommends their re-appointment.

Brief resume of Prof. Ramachandran, Mrs. Arathi Shetty, Mr. Adarsh Hegde and Mr. Mohinder Pal Bansal as required in terms of Clause 49 of the Listing Agreement with the Stock Exchanges, are included in the Corporate Governance Report annexed to this Annual Report.

AUDITORS

M/s B S R & Co., Chartered Accountants, Mumbai (Firm Registration No. 101248W), and M/s. Appan & Lokhandwala Associates, Chartered Accountants, Mumbai, (Firm Registration No. 117040W) the Statutory Auditors of the Company, retire at the conclusion of this Annual General Meeting. M/s B S R & Co. and M/s Appan & Lokhandwala Associates, being eligible, have expressed their willingness for re-appointment at the ensuing Annual General Meeting,

The Company has received a letter from M/s B S R & Co and M/s Appan & Lokhandwala Associates, to the effect that their appointment, if made, would be within the prescribed limits under section 224(1B) of the Companies Act, 1956. The Audit Committee and Board of Directors recommend re-appointment of M/s B S R & Co and M/s Appan & Lokhandwala Associates, as Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

INTERNAL AUDIT

The Company has an adequate internal audit system implemented by an in-house department and supported by independent Chartered Accountant firms to carry out audit of various branches and functions of the Company and its subsidiaries.

Systems, procedures and processes are being upgraded / implemented to further strengthen the existing internal control measures, procedures and processes to increase operational efficiencies and to safeguard the Company from any fraud, misrepresentation and non-compliance with statutory requirements.

COST AUDIT

The Ministry of Corporate Affairs vide notification dated June 3, 2011 and as amended from time to time has notified the Companies (Cost Accounting Records) Rules, 2011 which applies to your Company. The Company has appointed Mr. Sharad Marathe, a member of the Institute of Cost Accountants of India and a practicing Cost Accountant (Certificate of Practice No 5008), for auditing the Cost Accounting Records in respect of its Container Freight Station, Warehousing and Equipment Renting business divisions and providing Compliance Report for the year ended March 31, 2013 under the aforesaid Rules. The Compliance Report so obtained by the Company shall be filed with the Central Government on or before dues date prescribed under the aforesaid Rules or as may be extended by the Ministry of Corporate Affairs.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits within the meaning of Section 58A and Section 58AA of the Companies Act, 1956 and rules made thereunder.

SAFETY, HEALTH AND ENVIORNMENT

Your Company believes in safety and health enrichment of its employees and committed to provide a healthy and safe workplace for all its employees at each work location. Successfully managing Health & Safety risks is an essential component of our business strategy. The Company has identified Health & Safety risk arising from its activities and has put proper systems, processes and controls mechanism to mitigate them.

The Company has been taking various safety and welfare measures to protect its employees, equipments and other assets from any possible loss and / or damages. To implement such safety and welfare measures, the Company has formulated various policies such as Drug & Alcohol Policy, Occupational Health Policy, Driver & Vehicle Safety Policy, Mobile Telephone Policy, Smoking Policy etc.

The Equipment Hire Division is OHSAS compliant and a member of the globally recognized Lifting Equipment Engineers Association (LEEA, UK) and ISO certified. All Container Freight Station (CFS) / Inland Container Depot (ICD) are certified for Occupational Health & Safety Management Systems (OHSAS)

The following safety measures are being taken at various locations:

- Fire & Safety drills are conducted for all employees and SEcurity personnel.
- All Fire hydrants are monitored strictly, as the preparedness for fire emergency.
- All equipments are tested periodically to verify its safe load working condition. Fitness certificates are issued based on the compliance of the safety norms.
- Safety Awareness Campaign, Safety week, Environment day are being held / celebrated at each location to improve the awareness of employee.
- Regular training/skits to staff, and contractors, to inculcate importance of safety among them.
- Created checks and awareness among drivers about negatives of alcohol and drug consumptions and impact of families.
- Accident prone routes identified and supervisors allocated have control over the vehicle movement.
- OHSAS audits and Fire & Safety audits are conducted by competent agencies at regular intervals.
- Fortnightly visit by Doctors to office for medical counseling to employees.
- HazMat training is provided to all CFS employees.
- Medical Health check-up of all employees are conduced at regular intervals
- CCTV & Safety alarms are installed at each locations
- All equipments are adequately insured and mandatorily ensured with PUC.
- Each equipment is put through comprehensive Quality Audit & Testing to ensure strong compliance to Maintenance, Safety and Reliability aspects as per specifications by various OEMs.
- Green initiatives are taken at various locations to protect the environment.

CORPORATE SOCIAL RESPONSIBILITY

Your Company has committed itself to making a difference in the lives of underprivileged and economically challenged citizens of our country. Allcargo's Corporate Social Responsibility (CSR) initiatives, through 'Avashya Foundation' a non profit organization and in collaboration with various NGOs across India, believes in nurturing inclusive development with a human touch. Your Company's CSR activities focus is to take each initiative beyond philanthropy and promote people centric inclusive development with the active participation of the community at all levels. Allcargo's CSR initiatives aim to support:

- Natural Disaster Relief by providing immediate and life essential supply of water, food and medicine to regions of India effected by natural disasters such as drought, flood, earthquakes, and other calamities.
- Health Care by providing critical medical assistance for curative and preventive health care. Essential and life saving medicines and medical treatment are being made available to all underprivileged and economically challenged section of the society across rural and urban regions of India.
- Education for children and adults across the underprivileged and economically challenged sections of the rural as well as urban society. Created a platform for financial assistance, student's scholarships & adoption programs, parents awareness campaigns and education support infrastructure.

- Women Empowerment by providing a platform for all women across the varied sections of the society for making a better living through education, skills development and employment programs, to support themselves and their families.
- Environmental Sustainability by focusing on creating awareness towards sustainable environmental practices in terms of infrastructure development, alternative energy, conservation of resources and training people to be more conscious, responsible and accountable to the environment.

For more details on CSR activities of the Company, members are requested to read the Corporate Social Responsibility Section of this Annual Report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors confirm that:

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the Directors had 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 as at March 31, 2013 and of the profit of the Company for the year ended on that date;

(c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

(d) the Directors had prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE

Your Company has been benchmarking itself with well established Corporate Governance practices besides strictly complying with the requirements of Clause 49 of the Listing Agreement. Given the emerging pivotal role of Independent Directors in bringing about good governance, your Company continues its efforts in utilizing their expertise and involving them in all critical decision making processes.

A separate report on Corporate Governance together with requisite certificate from M/s. Mehta & Mehta, Practicing Company Secretaries, confirming compliance with the provisions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement is annexed and forms a part of the Annual Report.

The declaration regarding compliance with the Code of Conduct prescribed by the Company for Directors and Management Personnel forms part of the report on Corporate Governance.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information as required under 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, are set out in Annexure I annexed to this report.

PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended, the names and other particulars of the employees are required to be set out in the Directors Report. However, as per the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956 the Annual Report excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. A member, who is interested in obtaining such particulars, may write to the Company Secretary at the registered office of the Company.

ACKNOWLEDGEMENTS

Your Directors take this opportunity to place on record their gratitude for the valuable support and co-operation extended during the year by the Government of India, Governments of various countries, the concerned State Governments and other Government Departments and Agencies, the Stakeholders, Business Associates including Bankers, Financial Institutions, Vendors and Service Providers.

Your Board also wishes to place on record their appreciation for the dedication and commitment shown by the employees at all levels who have contributed to the success of your Company.

For and on behalf of the Board of Directors

Shashi Kiran Shetty
Chairman & Managing Director

Place: Mumbai
Date: May 29, 2013

ANNEXURE I

CONSERVATION OF ENERGY:

Even though operations of the Company are not energy intensive, your Company has always strived to optimize energy consumption.

Power and fuel consumption

Particulars	For the Year Ended	
	March 31, 2013 (12 months)	March 31, 2012 (15 months)
Electricity		
Through Purchases:		
Purchased units	**2,781,699.71**	3,503,597
Total amount (₹)	**30,133,603.6**	29,427,311
Rate / Unit (₹)	**10.83**	8.40
Through Diesel Generator:		
Units generated	**846,064**	542,181
Total amount (₹)	**12,674,164.4**	7,412,981
Cost / unit	**14.98**	13.67
Through Solar Power:		
Units generated	**199,359**	NA
Total amount (₹)	**NA**	NA
Cost / unit	**NA**	NA

TECHNOLOGY ABSORPTION:

Last year, your Company has initiated an IT transformation program called Project TOPAZ at its global subsidiary (Ecu Line) wherein the entire business applications platform will get upgraded. We have selected TCS as the implementation partner for this project and deployment at the pilot site will happen towards end of 2013. The key objective of Project TOPAZ is to standardize information across various operations within Ecu Line, bring in tools that will help us operate more cohesively and leverage technology to improve our operational efficiencies. The cornerstones of this ambitious project are Growth, Efficiency and Innovation. This project will help us achieve our objective of ONE Ecu WAY of doing business with the best-in-class systems in place. With a centralized system, we will be able to achieve greater visibility across sales, operations and financials to enhance end-user productivity and effectively make faster and better management decisions.

During the period under review, your company has also taken following new initiatives towards technology up-gradation.

- Undertook a detailed BPM (Business Process Management) exercise for its CFS/ICD and Projects division
- Implemented an operational and financial system for Shipping Services division
- Established DR (Disaster Recovery) site for its core applications
- Implemented RFID (Radio Frequency Identification) technology across all its CFS locations to track containers
- Finalized product and vendor choice to implement an enterprise wide CRM (Customer Relationship Management) system.
- Initiated deployment for implementation of a new expense management system that is tightly integrated with our financial accounting system
- A companywide intranet platform was implemented with standard workflows
- We have promoted usage of e-commerce tools with our customers and new EDI connections were established with our partner network.
- Plans have been finalized to implement a modern operational system across all the CFS and ICD locations in 2013
- New enhancements were implemented on INFOR EAM at Equipment division.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

(₹ in Lakhs)

Particulars	For the Year Ended	
	March 31, 2013 (12 months)	March 31, 2012 (15 months)
Total Foreign Exchange Outgo	**14,681**	39,833
Total Foreign Exchange Earned	**10,370**	11,602

ANNEXURE II

DISCLOSURES PURSUANT TO CLAUSE 12 OF THE SEBI (EMPLOYEE STOCK OPTION SCHEME AND EMPLOYEE STOCK PURCHASE SCHEME) GUIDELINES, 1999

Pursuant to the applicable requirements of the SEcurities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the SEBI guidelines"), your Company has framed and instituted 'Allcargo Employee Stock Option Plan – 2006' to attract, retain, motivate and reward its employees and to enable them to participate in the growth, development and success of the Company. Your Company granted stock options to be adjusted for the subsequent bonus issue prior to its Initial Public Offering of equity shares, to its permanent employees. The Company also granted stock options to few of the permanent employees of its foreign subsidiaries post Initial Public Offering at varying numbers depending upon their grades.

The following table sets forth the particulars of stock options granted (after giving effect of sub-division) under Allcargo ESOP-2006 as on March 31, 2013:

Particulars	Series I (Pre-Listing)	Series II (Post Listing)
Gross options granted	191,500	65,000
Pricing formula	The stock options granted have been re-priced at ₹ 2/- per option being the face value of equity share after sub-division.	The stock options granted have been re-priced at ₹ 2/- per option being the face value of equity share after sub-division
Options vested	97,905	51,000
Options exercised	83,650	12,500
The total number of equity shares arising as a result of exercise of options	83,650	12,500
Options lapsed/expired	107,850	22,500
Variation of terms of options	Nil	Nil
Money realized by exercise of options	167,300	25,000
Total number of options in force	Nil	30,000
Employee-wise details of options granted to:		
(i) Senior Managerial Personnel	As per statement attached	As per statement attached
(ii) Any other employee receiving a grant in any one year of option amounting to 5% or more of the options granted during the year.	Nil	Nil
(iii) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	Nil	Nil
Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS 20 'Earning Per Share')	₹ 9	₹ 9
Difference, if any, between the employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost recognized if the fair value of the options had been used and the impact of this difference on profits and EPS of the Company.	Not Applicable	Not Applicable
Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Not Applicable	Not Applicable
Description of the method and significant assumptions used during the year to estimate fair values of options, including the following weighted average information:		
(i) Risk-free interest rate	7.20%	7.50%
(ii) Expected life	4 years	4 years
(iii) Expected volatility	Nil	50%
(iv) Expected dividend yield	1.5%	1.5%
(v) Price of the underlying share in market at the time of grant of options.	₹ 685.88	₹ 786.95

Person-wise details of options granted to senior managerial persons of the Company:

Name of Senior Managerial Personnel	Number of options granted	Number of equity shares issuable upon exercise of options
Mrs. Shantha Martin D'souza	2500	2500

Person-wise details of options granted to senior managerial persons of foreign subsidiaries of your Company:

Name of Senior Managerial Personnel	Number of options granted	Number of equity shares issuable upon exercise of options
Mr. Mark Stoffelen	12,500	12,500
Mr. Kris De Witte	12,500	12,500
Mr. Simon Bajada	12,500	12,500
Mr. Franky Van Doren*	5,000	5,000
Mr. Hendrik Smuts	5,000	5,000

* Resigned w.e.f. July 15, 2012

Pursuant to the SEBI guidelines, the excess of the market price of the underlying equity shares as of the date of grant over the exercise price of the option, including upfront payments, if any, is to be recognized and amortized on a straight line basis over the vesting period. Accordingly, the Company has debited a sum of ₹ Nil to the profit and loss account for the year ended March 31, 2013, as employee compensation cost.

The equity shares issued and allotted under the ESOP 2006 of the Company are pari-passu in all respects including dividend with the existing equity shares of the Company.

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING TO COMPANY S INTEREST IN SUBSIDIARY COMPANIES AS ON AND FOR THE YEAR ENDED MARCH 31, 2013

(₹ in Lakhs)

No.	Name of the Subsidairy Company	The Financial Year of the Subsidiary Company ended on	Holding Company	Extent of holding (%)	Face value of share	Number of shares held by the holding company and/or its subsidiaries	Net aggregate amount of profit/(loss) of the subsidiary so far as it concerns the members of the holding company and is not dealt with in account of holding company:	
							For the financial year ended on March 31, 2013	For the previous financial years of the subsidiary since it became a subsidiary i.e. Upto March 31, 2012
1	Hindustan Cargo Ltd.	31-Mar-13	Allcargo Logistics Ltd.	100.00	₹ 10	250,000	118	1,071
2	Contech Transport Services Pvt. Ltd.	31-Mar-13	Allcargo Logistics Ltd.	100.00	₹ 100	10,000	7	74
3	Ecu Line (India) Pvt. Ltd.	31-Mar-13	Allcargo Logistics Ltd.	100.00	₹ 10	10,000	(0)	(2)
4	Allcargo Shipping Co.Pvt.Ltd.	31-Mar-13	Allcargo Logistics Ltd.	100.00	₹ 10	10,000	(763)	207
5	South Asia Terminals Pvt.Ltd.	31-Mar-13	Allcargo Logistics Ltd.	51.00	₹ 10	3,327,750	21	(409)
6	Southern Terminals & Trading Pvt. Ltd.	31-Mar-13	Allcargo Logistics Ltd.	100.00	₹ 10	10,000	16	201
7	AGL Warehousing Pvt. Ltd.	31-Mar-13	Allcargo Logistics Ltd.	100.00	₹ 10	10,000	(66)	(306)
8	Allcargo Logistics Park Pvt.Ltd.	31-Mar-13	Allcargo Logistics Ltd.	51.00	₹ 10	3,867,840	(70)	(136)
9	Ecu International (Asia) Pvt. Ltd.	31-Mar-13	Ecu Hold NV	100.00	₹ 10	52,341	1	21
10	Comptech Solutions Pvt.Ltd.	31-Mar-13	Contech Transport Services Pvt.Ltd.	48.28	₹ 10	700,000	(13)	(7)
11	Amfin Consulting Pvt. Ltd.	31-Mar-13	Contech Transport Services Pvt.Ltd.	100.00	₹ 100	1,000	21	151
12	Transindia Logistic Park Pvt Ltd.	31-Mar-13	Allcargo Logistics Ltd.	70.00	₹ 10	8,400	(410)	32
13	MHTC Logistics Pvt. Ltd.	31-Mar-13	Allcargo Logistics Ltd.	100.00	₹ 10	200,000	(88)	26
14	Combi Line Indian Agencies Pvt. Ltd.	31-Mar-13	MHTC Logistics Pvt. Ltd.	98.95	₹ 100	3,019	(7)	(4)
15	HC Logistics Ltd.	31-Mar-13	Hindustan Cargo Ltd.	100.00	₹ 10	50,000	(0)	(0)
16	Credo Shipping Agencies (I) Pvt. Ltd.	31-Mar-13	Hindustan Cargo Ltd.	100.00	₹ 10	10,000	(0)	(0)
17	Ecu Line Abu Dhabi LLC	31-Mar-13	Ecu Hold NV	75.50	AED 1500	75.50	18	243
18	Ecu-Line Algerie sarl	31-Mar-13	Ecu Hold NV	100.00	DZD 1000	1,000	59	245
19	Ecu Logistics SA	31-Mar-13	Ecu Hold NV	100.00	ARS 1	16,000	6	128
20	Ecu-Line Australia Pty.Ltd.	31-Mar-13	Ecu Hold NV	60.00	AUD 1	60,000	233	30
21	Ecuhold NV	31-Mar-13	AGL NV	100.00	EURO 19.55	160,546	(279)	7,712
22	Allcargo Belgium N.V.	31-Mar-13	Allcargo Logistics Ltd.	100.00	EURO 1000	11,500	(26)	(510)
23	Ecubro N.V.	31-Mar-13	Ecu Hold NV & Ecu Line NV	100.00	EURO 743.81	105	(3)	(125)
24	Ecu International N.V.	31-Mar-13	Ecu Hold NV & Ecu Line NV	100.00	EURO 24.80	167,889	(689)	(745)
25	Ecu-Tech BVBA	31-Mar-13	Ecu Hold NV & Ecu International NV	100.00	EURO 24.79	750	(94)	(57)
26	Ecu-Line N.V.	31-Mar-13	Ecu Hold NV & Ecu International NV	100.00	EURO 1278.35	970	(173)	1,000
27	Ecu-Logistics N.V.	31-Mar-13	Ecu Hold NV	100.00	EURO 24.79	27,750	(3)	(188)
28	AGL N.V	31-Mar-13	Allcargo Belgium NV	100.00	EURO 1646.69	19,917	(5)	(622)
29	HCL Logistics nv	31-Mar-13	Ecu Hold NV & Ecu International NV	100.00	EURO 10	40,000	(8)	(137)
30	Ecu Global Services NV	31-Mar-13	Ecu Hold NV & Ecu International NV	100.00	EURO 24.83	97,757	2	(1,859)
31	Ecu Logistics do Brasil Ltd.a	31-Mar-13	Guldary s.a	100.00	BRL 1	54,500	249	(793)
32	Flamingo Line do Brazil Ltd.a	31-Mar-13	Guldary s.a	100.00	BRL 1	50,000	(3)	(277)
33	Ecu Line Bulgaria EOOD	31-Mar-13	Ecu Hold NV	100.00	BGN 50	100	1	(67)
34	Ecu-Line Canada Inc.	31-Mar-13	Ecu Hold NV	50.00	CAD 1	50	(43)	(21)
35	Ecu Line Chile S.A.	31-Mar-13	Ecu Hold NV & Ecu International NV	100.00	CLP 100000	300	36	294
36	Cargo Freight Station S.A.	31-Mar-13	Ecu Hold NV	50.00	CLP 1000	10,800	45	15
37	Flamingo Line Chile S.A	31-Mar-13	Ecu Hold NV & Ecu International NV	100.00	CLP 1000	1000	5	(8)
38	Ecu Line Guangzhou Ltd.	31-Mar-13	Ecu Line Hong Kong Ltd.	100.00	HKD 1	5,990,000	(167)	(136)
39	Ecu Line De Colombia S.A.	31-Mar-13	Ecu Hold NV	100.00	COP 1000	369,102	(10)	(14)
40	Conecli International S.A.	31-Mar-13	Ecu Hold NV	100.00	CRC 200	100	97	42
41	Ecu Line Middleeast LLC	31-Mar-13	Ecu Hold NV	86.00	AED 1090	258	395	2,542
42	Eurocentre FZCO	31-Mar-13	Ecu International Far East Ltd.	84.62	AED 100000	11	104	650
43	Ecu Line Del Ecuador S.A.	31-Mar-13	Ecu Hold NV	100.00	USD 4	2,500	129	39
44	Flamingo Line del Ecuador S.A.	31-Mar-13	Ecu Hold NV	100.00	USD 5	800	18	6
45	Ecu Line Egypt Ltd.	31-Mar-13	Ecu Hold NV	100.00	EGP 500	200	214	71
46	Flamingo Line El Salvador SA de CV	31-Mar-13	Ecu Hold NV	100.00	SVC 100	1,200	5	10
47	Ecu-Line Germany GmbH	31-Mar-13	Ecu Hold NV	100.00	EURO 511.29	26,092	105	473
48	ELWA (Ghana) Ltd.	31-Mar-13	Ecu Hold NV	100.00	GHC 2727	10,000	49	(0)
49	Flamingo Line Guatemala S.A.	31-Mar-13	Ecu Hold NV	100.00	GTQ 100	60	20	16

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING TO COMPANY S INTEREST IN SUBSIDIARY COMPANIES AS ON AND FOR THE YEAR ENDED MARCH 31, 2013

(₹ in Lakhs)

No.	Name of the Subsidairy Company	The Financial Year of the Subsidiary Company ended on	Holding Company	Extent of holding (%)	Face value of share	Number of shares held by the holding company and/or its subsidiaries	Net aggregate amount of profit/(loss) of the subsidiary so far as it concerns the members of the holding company and is not dealt with in account of holding company: For the financial year ended on March 31, 2013	For the previous financial years of the subsidiary since it became a subsidiary i.e. Upto March 31, 2012
50	Ecu-Line Hong Kong Ltd.	31-Mar-13	Ecu Hold NV	100.00	HKD 1	1,500,000	565	892
51	Ecu International Far East Ltd.	31-Mar-13	Ecu Hold NV	100.00	HKD 1	10,000	(240)	706
52	Ecu Line Italia srl	31-Mar-13	Ecu Hold NV	100.00	EURO 5.77	10,400	48	129
53	Ecu Line Cote d'Ivoire Sarl	31-Mar-13	Ecu Hold NV	100.00	XOF 10000	100	33	(101)
54	Ecu Line Japan Ltd.	31-Mar-13	Ecu Hold NV	65.00	JPY 50000	390	52	(168)
55	Jordan Gulf for Freight Services	31-Mar-13	Ecu Hold NV	100.00	JOD 1	50,000	95	55
56	Ecu Line Kenya Ltd.	31-Mar-13	Ecu Hold NV	82.00	KES 5000	656	45	142
57	Ecu Shipping Logistic (K) Ltd.	31-Mar-13	Ecu Line Kenya Ltd.	99.90	KES 1000	999	1	3
58	Ecu-Line (Johar Bahora) Sdn Bhd	31-Mar-13	Ecu Hold NV	100.00	MYR 1	200,000	(16)	37
59	Ecu-Line Malta Ltd.	31-Mar-13	Ecu Hold NV	100.00	MTL 1	5,000	-	-
60	aEcu-Line (Indian Ocean Islands) Ltd.	31-Mar-13	Ecu Hold NV	100.00	MUR 1000	675	11	0
61	Ecu Line Meditterranean Ltd.	31-Mar-13	Ecu Hold NV	55.00	CYP 1	2,750	8	9
62	CELM Logistics S.A. De C.V.	31-Mar-13	Ecu Hold NV	100.00	MXP 1	50,000	(41)	(55)
63	Ecu Logistics de Mexico SA de CV	31-Mar-13	Ecu International NV	100.00	MXP 1	50,000	284	101
64	Ecu Line Maroc S.A.	31-Mar-13	Ecu Hold NV	100.00	MAD 100	5,000	148	132
65	Ecu-Line Rotterdam BV	31-Mar-13	Ecu Hold NV	100.00	EURO 10	85,400	(58)	(223)
66	Ecu Line NZ Ltd.	31-Mar-13	Ecu Hold NV	60.00	NZD 1	63,000	64	14
67	Ecu-Line de Panama S.A.	31-Mar-13	Ecu Hold NV	100.00	USD 1000	25	9	116
68	Ecu-Line Paraguay S.A.	31-Mar-13	Ecu Hold NV	100.00	PYG 10 Million	5	5	(3)
69	Ecu-Line Peru S.A.	31-Mar-13	Ecu Hold NV	70.00	PEN 10	3,500	92	23
70	Flamingo Line Peru S.A	31-Mar-13	Ecu Hold NV	70.00	PEN 1	15,400	23	27
71	Ecu Line Philippines Inc.	31-Mar-13	Ecu Hold NV	100.00	PHP 10000	1,000	13	6
72	Ecu-Line Polska Sp. z.o.o.	31-Mar-13	Ecu Hold NV	100.00	PLN 500	100	(48)	21
73	Ecu Line Doha W.L.L.	31-Mar-13	Ecu Hold NV	100.00	QAR 1000	200	4	76
74	Ecu-Line Romania SRL	31-Mar-13	Ecu Hold NV	100.00	RON 53	100	6	14
75	Rotterdam Freight Station BV	31-Mar-13	Ecu Global Services NV	100.00	EURO 10	1,800	(30)	8
76	Ecu Line Singapore Pte. Ltd.	31-Mar-13	Ecu Hold NV	100.00	SGD 1	1,498,520	265	846
77	Ecu Line South Africa (Pty.) Ltd.	31-Mar-13	Ecu Hold NV	100.00	ZAR 1	100	188	97
78	Ecu Line Spain S.L.	31-Mar-13	Ecu Hold NV	100.00	EURO 0.61	200,000	132	(31)
79	Mediterranean Cargo Centers S.L.	31-Mar-13	Ecu Line Spain S.L.	100.00	EURO 10	12,000	-	(526)
80	Ecu Line (Thailand) Co.Ltd.	31-Mar-13	Ecu Hold NV	57.00	THB 100	28,500	55	129
81	Société Ecu-Line Tunisie Sarl	31-Mar-13	Ecu Hold NV	100.00	TND 100	1,000	175	(122)
82	Ecu Uluslarasi Tas. Ve Ticaret Ltd. Sti.	31-Mar-13	Ecu Hold NV	100.00	TRY 125	1,200	60	157
83	Ecu-Line UK Ltd.	31-Mar-13	Ecu Hold NV	100.00	GBP 1	700,100	210	209
84	Deolix SA	31-Mar-13	Ecu Hold NV	100.00	UYU 100	10,000	(11)	7
85	DLC	31-Mar-13	Ecu International Far East Ltd.	100.00	UYU 1	55,600,000	(107)	(31)
86	ELV Multimodal C.A.	31-Mar-13	Ecu Hold NV	100.00	BSF 1	24,000	237	622
87	Administradora House Line C.A.	31-Mar-13	Ecu Hold NV	100.00	BSF 1	1,000	38	92
88	Consolidadora Ecu Line CA	31-Mar-13	Ecu Hold NV	100.00	BSF 1	400	-	-
89	Ecu-Line Vietnam Co., Ltd.	31-Mar-13	Ecu Hold NV	51.00	USD 1	51,000	106	79
90	Ecu Line Zimbabwe (Pty.) Ltd.	31-Mar-13	Ecu Hold NV	70.00	ZWD 1	546,000	-	-
91	Ecu Line China Ltd.	31-Mar-13	Ecu Hold NV	51.00	HKD 1	5,100	-	-
92	Eurocentre Milan SRL	31-Mar-13	Ecu Line Italia srl	100.00	Euro 100	100	92	468
93	Ecu Line Switzerland GmBH	31-Mar-13	Ecu Hold NV	51.00	CHF 500	51	0	9
94	Guldary s.a.	31-Mar-13	Ecu Hold NV	100.00	UYU 1	100,000	444	1,537
95	S.H.E. Maritime Services Ltd.	31-Mar-13	Ecu Hold NV	63.00	GBP 0.50	4,200	151	132
96	CCC Ltd.	31-Mar-13	Star Express Company Ltd.	100	USD 231071	100	2,955	2,610
97	Star Express Company Ltd.	31-Mar-13	Ecu Hold NV	100	USD 231071	100	(2)	-
98	CCS Shipping Ltd.	31-Mar-13	China Consolidated Company Ltd.	75	HKD 1	3	3	20
99	CCSS Ltd.	31-Mar-13	CCS Shipping Ltd. (HK)	100	USD 1	750,000	-	-
100	Ecu Line Lanka (Pvt.) Ltd.	31-Mar-13	Ecu International Far East Ltd.	100	LKR 10	100	33	(7)
101	PT Eka Consol Utama Line	31-Mar-13	Ecu International Far East Ltd.	100	IDR 100000	3,000	79	(52)
102	Ecu Line Czeche s.r.o	31-Mar-13	Ecu Hold NV	100	N.A	N.A	(100)	(68)
103	Ecu Line Hungary Kft	31-Mar-13	Ecu Hold NV	51	N.A	N.A	(9)	(15)
104	Translogistik International Spedition GmbH	31-Mar-13	HCL Logistics nv	80.27	Euro 1	20,063	-	40
105	European Customs Brokers N.V.	31-Mar-13	Ecu Hold NV	70	Euro 620	70	27	(1)
106	Contech Transport Services (Pvt) Ltd.	31-Mar-13	Contech Transport Services Pvt.Ltd.	100	LKR 10	1	-	-
107	Ecu-Line Saudi Arabia LLC	31-Mar-13	Ecu Hold NV	70	SAR 10	94,500	50	-
108	Asia Line Ltd.	31-Mar-13	Allcargo Logistics Ltd.	100	Euro 100	20,131	(46)	236
109	Ocean House Ltd.	31-Mar-13	Ecu Hold NV	51	VND1	3,060,000,000	23	11

REPORT ON CORPORATE GOVERNANCE

1. PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company's mission is to become a leader in the business known for pioneering solutions in logistics worldwide by creating benchmarks of quality, consistency and commitment in the integrated logistics business, creating better value for clients and for the Company through ingenuity supported by knowledge, expertise, technology and imagination, nurture long term relationships with all stakeholders through growth, trust and by delivering on promises, be a responsible corporate citizen by contributing to the society and respecting cultural sensibilities and inspiring creativity, initiative and leadership.

Your Company is committed to transparency in all its dealings and places high emphasis on business ethics and values. The Company believes that good Corporate Governance is critical for enhancing and retaining investor trust and your Company always seeks to ensure that its performance objectives are met with integrity. The Company is of the view that good governance goes beyond good working results and financial propriety and is a pre-requisite to attainment of excellent performance in terms of stakeholder value creation.

Your Company strongly believes in establishing, adopting and following best corporate governance practices and thereby facilitating effective management and carrying out its business by setting up principles, benchmarks and systems to be followed by the Board of Directors, Management and all Employees in their dealings with Customers, Stakeholders and Society at large.

Trust, Integrity, Team-spirit, Leadership, Passion for Excellence, Respect for Individual and Transparency and Openness are the core values of your organization.

Integrity, accountability, credibility, transparency, fairness and environmental responsibility are the cornerstones on which your Company's Corporate Governance philosophy rests. While your Company is compliant with various rules, regulations, guidelines laid down by various statutory bodies which are applicable to it to conduct its business legally, it believes in a proactive approach in voluntarily adopting good governance practices and laying down ethical business standards both internally as well as externally. The objective of your Company is not only to achieve excellence in Corporate Governance by conforming to prevalent mandatory guidelines on Corporate Governance but also to improve on these aspects on an ongoing basis with a continuous attempt to innovate in adoption of business best practices. The driving force behind such a commitment is to achieve the ultimate satisfaction for all stakeholders involved and enhance shareholders value.

Your Company is compliant with the requirements of the corporate governance guidelines stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges.

2. BOARD OF DIRECTORS

Composition of Board:

Your Company is cognizant of the fact that it requires a fundamentally strong Board with an optimum mix of executive and non-executive directors coming from diverse backgrounds to effectively contribute to the Company's decision making process by outlining strategies and lending a direction for accelerating its growth. In light of this, your Company has maintained an eclectic combination of Executive and Non-Executive Directors with more than fifty percent of Board of Directors being Non- Executive Directors.

Your Company is managed and guided by a professional Board comprising of ten Directors, out of which seven are Non-Executive. Five out of Seven Non-Executive Directors are Independent. The Board believes that its current composition is appropriate to maintain the independence of the Board and to separate the Board functions of Governance and Management.

The Board consists of eminent persons with considerable professional expertise and experience in finance, legal, commercial, business administration and other related fields, who, not only bring a wide range of experience and expertise, but also impart the desired level of independence to the Board. The Board's role, functions, responsibilities and accountability are clearly defined. The day-to-day management of the Company is entrusted with the Executive Directors and senior management personnel of the Company and is headed by the Chairman & Managing Director who functions under the overall supervision, direction and control of the Board of Directors.

All the Directors have certified to the Company that they are not Members of more than 10 (ten) committees and do not act as Chairmen/ Chairperson of more than 5 (five) committees across all the companies in which they are Directors.

The present composition of Company s Board and their respective Directorship is as follows:

Name of the Director	Nature of Directorship	No. of Directorship in other public companies	No. of Committee positions held in other public companies	
			Chairman	Member
Mr. Shashi Kiran Shetty	Promoter, Executive Director (Chairman & Managing Director)	9	Nil	Nil
Mrs. Arathi Shetty	Promoter, Non- Executive Director	7	Nil	Nil
Mr. Adarsh Hegde	Promoter, Executive Director	8	Nil	Nil
Mr. Umesh Shetty	Promoter, Executive Director	5	Nil	Nil
Mr.Kaiwan Kalyaniwalla	Non Executive Independent Director	5	Nil	3
Mr. Keki Elavia	Non Executive Independent Director	10	4	5
Mr. Satish Gupta#	Non Executive Independent Director	Nil	Nil	Nil
Mr. Akhilesh Gupta	Non Executive Director nominated by Blackstone	2	Nil	Nil
Mr. Mohinder Pal Bansal	Non Executive Independent Director	2	Nil	Nil
Mr. Hari L. Mundra	Non Executive Independent Director	2	2	Nil
Prof. Jayaram Ramachandran*	Non Executive Independent Director	6	2	4

Resigned as Director w.e.f May 20, 2013

*Appointed as an Additional Director w.e.f. April 14, 2013

Notes:

1. The Directorships held by Directors as mentioned above, do not include Directorships of Foreign Companies, Section 25 Companies and Private Limited Companies, which are not subsidiary of a Public Company.
2. Only Audit Committee and the Shareholders' Grievance Committees are considered for the purpose of committee positions as per the Listing Agreement.
3. No Directors other than Mr. Shashi Kiran Shetty, Mrs. Arathi Shetty, Mr. Adarsh Hegde and Mr. Umesh Shetty are related to each other.

Board Meetings and attendance of Directors thereat:

The Board of Directors meets at least once in a quarter and the maximum time gap between two meetings is not more than four months. Dates for the Board meetings are decided well in advance and communicated to the Directors. In case of exigencies or urgency of matters, resolutions are passed by circulation, for such matters as permitted by law. Additional meetings of the Board are held as and when deemed necessary by the Board. Board meetings are generally held at place where the Registered Office of the Company is situated.

The agenda of the meetings along with the explanatory notes and relevant papers are sent in advance to the Directors to enable them to take informed decisions. The Chairman and Managing Director appraise the Board at every meeting about the overall performance of the Company followed by presentations on business operations to the Board on a regular basis. Chief Executive Officers and Heads of Departments of Finance and Strategic Planning are normally invited to the Board meetings to provide necessary insights into the working of the Company and for discussing corporate strategies. The Board also inter-alia reviews strategy and business plans, annual operating and capital expenditure budgets, investments and exposure limits, compliance report of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, review of major legal matters, minutes of the board meetings of subsidiary companies, significant transactions and arrangements entered into by unlisted subsidiary companies, adoption of quarterly / half yearly/ annual results, major accounting provisions and write offs, corporate structuring, minutes of sub-committees of the Board, information on recruitment of senior officers etc.

The important decisions taken at the Board / Committee meetings are communicated to the concerned Business Verticals / Departments promptly for their immediate action. Action Taken Report on the decisions taken/suggestions made at previous meetings is placed at the succeeding meeting of the Board / Committee for its consideration and noting. Information as prescribed under Annexure IA to Clause 49 is being made available to the Board from time to time.

The Chairman & Managing Director along with Executive Directors are responsible for corporate strategy, planning, external contracts and Board matters. The senior management personnel heading respective divisions are responsible for day-to-day operations.

During the year under review, the Board met 5 (Five) times on May 30, 2012; June 20, 2012; August 07, 2012; November 08, 2012 and February 12, 2013.

Attendance of each Director at Board Meetings for the year 2012-13 and last Annual General Meeting are detailed as under:

Name of the Director	No. of Board Meetings Attended	Attendance at the last Annual General Meeting held on August 7, 2012 (yes/ no)
Mr. Shashi Kiran Shetty	4	Yes
Mrs. Arathi Shetty	3	Yes
Mr. Adarsh Hegde	5	Yes
Mr. Umesh Shetty*	3	No
Mr. Kaiwan Kalyaniwalla	4	Yes
Mr. Keki Elavia	5	Yes
Mr. Satish Gupta	2	No
Mr. Akhilesh Gupta	3	No
Mr. Mohinder Pal Bansal	5	Yes
Mr. Hari L Mundra#	2	Yes
Prof. Jayaraman Ramachandran$	NA	NA

* Appointed as Additional Director w.e.f. June 1, 2012

Appointed as Additional Director w.e.f. May 30, 2012

$ Appointed as an Additional Director w.e.f. April 14, 2013

Profile of Directors seeking appointment / re-appointment

In accordance with the provisions of the Companies Act, 1956 and that of Articles of Association of the Company, Mr. Mohinder Pal Bansal, Non- Executive Independent Director, Mr. Adarsh Hegde, Executive Director and Mrs. Arathi Shetty, Non Executive Director, are retiring by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

In accordance with the provisions of Section 260 of the Companies Act, 1956, Prof. Jayaraman Ramachandran was co-opted as an Additional Director on the Board of the Company w.e.f. April 14, 2013. The Company has received notices under Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director of the Company.

Brief profile of the directors seeking appointment and re-appointment are as under:

Mr. Mohinder Pal Bansal

Mr. Mohinder Pal Bansal is a Non Executive Independent Director of the Company. Mr. Mohinder Pal Bansal is a Chartered Accountant from the Institute of Chartered Accountants of India and holds a Bachelor's Degree from the University of Punjab. He has over 25 years of experience in Mergers & Acquisitions, strategic advisory, capital markets, portfolio company integration as well as post-acquisition performance management in India, Asia and Europe.

Mr. Mohinder has significant hands-on operational experience in managing corporate entities as well as in conducting due diligence, structuring and negotiating transactions. He has advised corporates in multiple sectors including logistics, auto components, manufacturing, realty, banking, education, etc. and also advised private equity firms in India on improving the performance of their portfolio companies.

Recently he has forayed into Fund Management and has floated ₹ 125 crore SEBI AIF registered BlackSoil Realty Fund which is currently in the process of Fund raising. It has Gala family, Promoter's of Navneet and Mr. Shetty, Promoter of Allcargo Logistics as the Sponsors of the Fund.

In the last 3 years, Blacksoil Advisory LLP a boutique advisory firm, under the leadership of Mr. Mohinder, has advised Navneet Publications Ltd. on INR 40 Crores investments K-12 Techno Services and INR 70 crores acquisition of Trubore Piping Systems by Prince Pipes & Fittings Private Limited. Currently the firm is advising clients in various sectors such as Real Estate, Logistics, Healthcare, Auto Component, Education Technology etc.

Mr. Mohinder has led the negotiations with Blackstone (India) to successfully solicit a USD 60 million investment for Allcargo Logistics Ltd. Prior to this, he led the Euro 30 million acquisition of Ecuhold NV, a Belgian based logistic company, by Allcargo Logistics Ltd. In 2010 he advised Allcargo in their ₹ 120 crore China acquisition.

In 2005, Mr. Mohinder acted as the sole advisor to Amforge Industries Limited in a complex USD 60 million de-merger and sale of assets to Mahindra Group. Mr. Mohinder has also advised Indian corporates on various capital raising transactions including Allcargo Logistics Limited USD 30 million IPO and Bank of Punjab's ₹ 20 crore IPO.

Mr. Bansal does not hold any shares in the Company.

Besides being a Director of the Company, Mr. Bansal holds directorships in the following companies:

Sr. No.	Name of the Company
1.	Amfin Securities Private Limited
2.	Navvikas Trading Private Limited
3.	Trinity Engineers Private Limited
4.	ECU International (Asia) Private Limited
5.	Girik Wealth Advisor Private Limited
6.	Transindia Logistic Park Private Limited
7.	Dujon Commercial Private Limited
8.	K12 Techno Services Private Limited
9.	Mumbai K-12 Techno Services Private Limited

Mr. Bansal does not hold the Chairmanship/membership of any committee of any other Public Limited Company.

Further, Mr. Bansal is also a Designated Partner of the following Limited Liability Partnerships (LLPs):

Sr.No	Name of LLP
1	Blacksoil Advisory LLP
2	Navneet Learning LLP (Nominee)
3	Blacksoil Realty Investment Advisors LLP (Nominee)

Mrs. Arathi Shetty:

Mrs. Arathi Shetty is a Non Executive Director of the Company. Mrs. Arathi Shetty holds a Bachelor of Arts degree from Bhavan's College, University of Mumbai and is associated with the group since 1988. She has a vast experience of over twenty four years in the business of logistics and has a good understanding of the intricacies of logistics business. Mrs. Arathi Shetty handles customer relations and related issues which are of paramount importance in the service industry. She actively participates and contributes to various policy decisions at Board Meetings of the Company and other forums.

Mrs. Arathi Shetty holds 3,759,720 equity shares of ₹ 2 each constituting 2.97% of the total paid up capital of the Company.

Besides being a Director of the Company, Mrs. Arathi Shetty holds directorship in the following companies:

Sr. No.	Name of The Company
1.	Allcargo Shipping Co. Private Limited
2.	Southern Terminal and Trading Private Limited
3.	AGL Warehousing Private Limited
4.	Allcargo Movers (Bombay) Private Limited
5.	Allcargo Shipping Services Private Limited
6.	Allnet Infotech Private Limited
7.	Alltrans Port Management Private Limited
8.	Avash Builders And Infrastructure Private Limited
9.	Contech Transport Services Private Limited
10.	ECU International (Asia) Private Limited
11.	ECU Line (India) Private Limited
12.	Jupiter Precious Gems and Jewellery Private Limited
13.	N.R.Holdings Private Limited
14.	Prominent Estate Holdings Private Limited
15.	Sealand Crane Private Limited
16.	SKS Ventures Private Limited
17.	Talentos (India) Private Limited
18.	Talentos Entertainment Private Limited
19.	Transindia Freight Private Limited
20.	Transindia Freight Services Private Limited
21.	Amfin Consulting Private Limited
22.	Poorn Estates Private Limited
23.	Avashya Corporation Private Limited
24.	Avashya Enterprises Private Limited
25.	Avashya Holdings Private Limited
26.	Poorn Buildcon Private Limited

Mrs. Arathi Shetty does not hold any committee memberships or chairpersonship.

Further, Mrs. Arathi Shetty is also a Designated Partner of the following Limited Liability Partnerships (LLPs):

Sr. No	Name of LLP
1	Contech Estate LLP
2	SKS Netgate LLP
3	SKS Realty LLP
4	Panna Estates LLP
5	Avadh Marketing LLP
6	Panna Infracon Projects LLP

Mr. Adarsh Hegde:

Mr. Adarsh Hegde is an Executive Director of the Company. Mr. Hegde holds a degree in mechanical engineering from Nitte Education Trust, Mangalore. He has over 25 years of experience in the field of logistics. He started his career as an assistant maintenance engineer with Eastern Ceramics Private Limited, Mumbai in 1987 and served the organization in various capacities. Mr. Hegde joined the Company in 2006 and has since played a key role in designing and implementing various systems and procedures, which have provided growth opportunities for ICD & CFS business of the Company. Specifically, Mr. Hegde has been instrumental in establishing ICD and CFS facilities at Chennai, Mundra, Indore, Dadri, JNPT, and is actively involved in the setting up of ICD and CFS facilities at other locations in India including Bangalore, Nagpur and Hyderabad.

Mr. Adarsh Hegde holds 950,770 equity shares of ₹ 2 each constituting 0.75% of the total paid up capital of the Company.

Besides being a Director of the Company, Mr. Adarsh Hegde holds directorship in the following companies:

Sr. No.	Name of the Company
1.	Transindia Freight Services Private Limited
2.	Alltrans Logistics Private Limited
3.	Contech Transport Services Private Limited
4.	Allcargo Logistics Park Private Limited
5.	South Asia Terminals Private Limited
6.	Allcargo Shipping Co. Private Limited
7.	Comptech Solutions Private Limited
8.	Transindia Logistic Park Private Limited
9.	Amfin Consulting Private Limited
10.	Container Freight Station Association of India
11.	M H T C Logistics Private Limited
12.	Ecu-Line N.V.
13.	Allcargo Belgium NV
14.	Ecu-Line Japan Ltd.
15.	CELM Logistics SA de CV
16.	Ecu Logistics de Mexico SA de CV
18.	Ecu-Line Rotterdam BV

Mr. Hegde does not hold the Chairmanship/Membership of any committee of any other Public Limited Company.

Further, Mr. Adarsh Hegde is also a Designated Partner of the following Limited Liability Partnership (LLP):

Sr. No	Name of LLP
1	SKS Netgate LLP

Prof. Jayaraman Ramachandran:

Prof. Jayaram Ramachandran is a Non Executive Independent Director who was co-opted on the Board of the Company w.e.f. April 14, 2013. Prof. Ramachandran is professor of strategy and international business at the Indian Institute of Management, Bangalore. He primarily studies the growth and governance challenges of business groups, multinational corporations and creative firms. Over the last decade, he has been engaged in developing a research and teaching program centered on the strategic behavior of firms in India.

Prof. Ramachandran was recently honored as the first Bain Fellow in India, and academic recognition for his work includes: the IMD FDC Award for Best Paper in Strategy / IB Theory from the Academy of Management USA; best paper citations from the Strategic Management Society, USA and the Academy of Management, USA; the Tata Steel-IIMB award for best case on corporate social responsibility; best case awards from the European Foundation for Management Development [EFMD], Association of Management Development Institutions in South Asia [AMDISA], The Central and East European Management Development Association [CEEMAN], and Association of Indian Management Schools [AIMS] as well as best teacher awards at IIM Bangalore.

Prof. Ramachandran is a qualified Chartered and Cost Accountant, and a Fellow Member of the Indian Institute of Management, Ahmedabad, Prof. Ramachandran has been a visiting Professor at INSEAD, Fontainebleau, France, the Wharton School of the University of Pennsylvania, USA; and the Carlson School of Management, University of Minnesota, USA. He has also served Indian Institute of Management, Bangalore as a member of the Board of Governors. He is also actively engaged with the practice of management.

Prof. Ramachandran does not hold any shares in the Company.

Besides being a Director of the Company, Prof. Ramachandran holds directorship in the following companies:

Sr. No.	Name of the Company
1.	Redington (India) Limited
2.	Aditya Auto Products And Engineering (India) Private Limited
3.	Reliance Communications Limited
4.	Sasken Communication Technologies Limited
5.	Indofil Industries Limited
6.	Easyaccess Financial Services Limited
7.	Antrix Corporation Limited
8.	Aquarius Investment Advisors (India) Private Limited
9.	MVP Group International Inc, USA.

Prof. Ramachandran holds the following Committee positions in other companies:

Sr. No.	Name of the Company	Committee position
1.	Redington (India) Limited	Audit Committee – Member Shareholders' & Investors Grievance Committee – Chairman
2.	Reliance Communications Limited	Audit Committee – Member Shareholders' & Investors Grievance Committee – Member
3.	Sasken Communication Technologies Limited	Audit Committee – Member Shareholders' & Investors Grievance Committee – Chairman

3. COMMITTEES OF THE BOARD

The Board has constituted committees comprising of executive, non-executive and independent directors to focus on critical functions of the Company and also for smooth and efficient business operations. The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference of these committees in line with the extant regulatory requirements. The Committees meet at regular intervals for deciding various matters and providing directions and authorizations to the management for its implementation. The draft minutes of the proceedings of each committee meeting are circulated to the members of that Committee for their comments and thereafter, confirmed and signed by the Chairman of the respective Committee. The Board also takes note of the minutes of the meetings of the committees duly approved by their respective Chairman and the material recommendations / decisions of the Committees are placed before the Board for approval / information.

During the year, the Board had eight committees, viz.

1. Audit Committee
2. Compensation / Remuneration Committee
3. Share Transfer / Investors' Grievance Committee
4. Executive Committee
5. Share Allotment Committee
6. Finance Committee
7. Buyback Committee
8. NVOCC De-merger Committee

AUDIT COMMITTEE:

The Audit Committee comprises of non-executive and independent directors who are well versed with finance, accounts, corporate laws and general business practices. Mr. Keki Elavia, Chairman of the Committee, is an Independent Director and is a Chartered Accountant and has related financial management expertise. The composition, procedures, role, power and the terms of reference of the Audit Committee are in accordance with Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with the Stock Exchanges. The Committee acts as a link between the Statutory and Internal Auditors and the Board of Directors of the Company.

Terms of Reference:

a) Overseeing the Company's financial reporting process and ensuring correct, adequate and credible disclosure of financial information;

b) Recommending appointment, re-appointment and removal of the statutory auditors and fixation of their fees;

c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

d) Reviewing with management the annual financial statements before submission to the Board with special emphasis on:

   (i) 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

   (ii) Changes, if any, in accounting policies and practices and reasons for the same

   (iii) Major accounting entries involving estimates based on the exercise of judgment by management

   (iv) Significant adjustments made in the financial statements arising out of audit findings

   (v) Compliance with listing and other legal requirements relating to financial statements

   (vi) Disclosure of any related party transactions

   (vii) Qualifications in the draft audit report.

e) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

f) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

g) Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

h) Discussion with internal auditors any significant findings and follow up there on.

i) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

j) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

k) To look into the reasons for substantial defaults in the payment to the shareholders and creditors.

l) Reviewing, with the management, the statement of uses / application of funds raised through an issue, the statement of funds utilized for purposes other than those stated in the offer document /notice and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

m) Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

n) Any other terms of reference as may be included from time to time in Clause 49 of the Listing Agreement.

Meetings of the Committee:

During the year under review, the Audit Committee met 4 times on May 30, 2012, August 07, 2012, November 8, 2012, and February 12, 2013.

Composition of the Committee & attendance of each member at the meetings held during the year are as under:

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mr. Keki Elavia - Chairman	Non-Executive Independent Director	4	4
Mr. Kaiwan Kalyaniwalla	Non-Executive Independent Director	4	3
Mr. Satish Gupta*	Non-Executive Independent Director	4	1*
Mr. Mohinder Pal Bansal	Non-Executive Independent Director	4	4
Mr. Akhilesh Gupta	Non-Executive Director	4	1
Mr. Hari L. Mundra#	Non-Executive Independent Director	4	1#

* Resigned w.e.f. August 07, 2012

Appointed w.e.f August 07, 2012

Chief Executive Officers, Chief Financial Officer and representatives of the statutory and internal auditors are generally invited to attend the meetings of the Audit Committee. The Company Secretary acts as Secretary to the Committee. The Chairman of the Audit Committee remained present at the last Annual General Meeting.

Subsidiary Companies

Clause 49 of the Listing Agreement relating to Corporate Governance defines a 'material non-listed Indian Subsidiary' as an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year. The Company did not have any material non-listed Indian Subsidiary during the year under review. However, as a good corporate governance measures, the Company has nominated Mr.Kaiwan Kalyaniwalla, non-executive independent director, on the Board of Hindustan Cargo Limited, the wholly owned subsidiary of the Company, Mr.Mohinder Pal Bansal, non-executive independent director, on the Board of Transindia Logistics Park Pvt.Ltd. the subsidiary of the Company.

The Board of Directors and Audit Committee reviews every quarter the financial statements of subsidiary companies. The minutes of the Board of Directors of subsidiary companies are placed before the Board of Directors of the Company on annual basis thereby bringing to their attention all significant transactions and arrangements entered into by the subsidiary companies.

COMPENSATION / REMUNERATION COMMITTEE:

Terms of Reference:

The Compensation/Remuneration Committee comprises of non-executive independent directors. The Committee determines, reviews and recommends remuneration payable to whole-time directors in addition to reviewing overall compensation structure and policies of the Company with a view to attract, retain and motivate employees, consider granting of stock options to employees and directors, reviewing compensation levels of the Company's employees vis-à-vis other companies and industry in general. The Committee is also entrusted with the responsibility of administering and monitoring ESOP Scheme of the Company. The Company Secretary acts as Secretary to the Committee.

Remuneration Policy:

The Managing Director and other whole time directors are paid remuneration by way of salary, commission, perquisites and allowances, as recommended by the Committee and Board of Directors and approved by the Members of the Company from time to time. The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing Industry practice.

Non-Executive Directors are paid remuneration by way of sitting fees for attending meeting of the Board of Directors and the Committees of the Board of Directors viz. Audit Committee, Compensation / Remuneration Committee, Share Transfer / Investors' Grievance Committee and Share Allotment Committee. Non-Executive Directors are also paid remuneration by way of commission out of profits of the Company in terms of the Members approval granted under Section 309(4)(b) of the Companies Act, 1956, at the 18th Annual General Meeting held on May 13, 2011.

Details of remuneration paid to directors during the year under review are as under:

(Amt in ₹)

Name of the Director	Category	Salary, Allowances and Perquisites	Sitting Fees	Commission
Mr. Shashi Kiran Shetty	Executive Director	31,286,265	Nil	33,750,000
Mrs. Arathi Shetty	Non-Executive Director	Nil	60,000	511,245
Mr. Adarsh Hegde	Executive Director	11,668,404	Nil	22,500,000
Mr. Umesh Shetty	Executive Director	14,657,085	Nil	22,500,000
Mr. Kaiwan Kalyaniwalla	Non Executive Independent Director	Nil	125,000	2,000,000
Mr. Keki Elavia	Non Executive Independent Director	Nil	165,000	1,000,000
Mr. Satish Gupta	Non Executive Independent Director	Nil	50,000	Nil
Mr. Akhilesh Gupta	Non Executive Director	Nil	65,000	Nil
Mr. Mohinder Pal Bansal	Non Executive Independent Director	Nil	140,000	Nil
Mr. Hari L. Mundra	Non Executive Independent Director	Nil	50,000	1,100,000

The terms of appointment and remuneration of Executive Directors are contractual in nature. As per the provisions of the service contracts entered by the Company with Executive Directors, the notice period is 12 months for the Chairman and Managing Director and 3 months for Executive Directors. There is no provision for payment of severance fees. The disclosure of all the pecuniary relationships / transactions of the Non-Executive Directors vis-a–vis the Company have been disclosed under the head 'Related Party Transaction' forming part of Notes to Accounts of the Audited Financial Statement contained in the Annual Report.

Meetings of the Committee:

During the year under review, the Committee met 4 times on May 30, 2012, August 07, 2012, November 08, 2012 and February 12, 2013.

Composition of the Committee & attendance of each member at the meetings of the Committee held during the year was as under:

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mr. Kaiwan Kalyaniwalla - Chairman	Non-Executive Independent Director	4	3
Mr. Keki Elavia	Non-Executive Independent Director	4	4
Mr. Satish Gupta*	Non-Executive Independent Director	4	1*
Mr. Hari L. Mundra#	Non-Executive Independent Director	4	1#

* Resigned w.e.f. August 07, 2012

Appointed w.e.f August 07, 2012

SHARE TRANSFER / INVESTORS GRIEVANCE COMMITTEE:

Terms of Reference:

The Share Transfer/Investors' Grievance Committee comprises of non-executive independent directors and executive director. The main objective of the Committee is to strengthen Investor Relations. The Committee specifically looks into the redressal of shareholders and investors complaints like transfer / transmission of shares, non-receipt of balance sheet, declared dividends and other secretarial compliances relating to share capital of the Company under the listing agreement etc. The Committee, inter alia, approves transfer / transmission of shares, issue of share certificates, demat / remat of shares and oversees and reviews all matters connected with transfer of securities of the Company. The Committee oversees performance of the Registrars and Transfer Agents of the Company and looks into matters which can facilitate better investor services and relations.

Meetings of the Committee:

During the year under review, the Committee met 4 times on May 30, 2012, August 07, 2012, November 08, 2012 and February 12, 2013.

Composition of the Committee & attendance of each member at the meetings of the Committee held during the year was as under:

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mr. Kaiwan Kalyaniwalla - Chairman	Non-Executive Independent Director	4	3
Mr. Satish Gupta*	Non-Executive Independent Director	4	Nil*
Mr. Shashi Kiran Shetty	Executive Director	4	2
Mr. Mohinder Pal Bansal	Non-Executive Independent Director	4	4

* Resigned w.e.f. August 07, 2012

Compliance Officer:

The Board has appointed Mr. Shailesh Dholakia, Company Secretary, as the Compliance Officer for complying with the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992 and Clause 47 of the Listing Agreement with Stock Exchanges. The Company Secretary also acts as a Secretary to the Committee.

During the year under review, the Company received 8 complaints from shareholders relating to non-receipt of dividend and Annual Report and the same have been redressed to their satisfaction. No request for transfer and for dematerialization was pending for approval as at March 31, 2013.

EXECUTIVE COMMITTEE:

Terms of Reference:

With the objective to expedite various administrative and operational decisions of routine nature and to facilitate day-to-day business operations of the Company, which need immediate intervention and approval to ensure smooth functioning of the Company, the Board had constituted an Executive Committee comprising of executive directors of the Company. The Executive Committee meets at least once every month to decide various issues of routine nature like opening / closing of bank accounts, change in banking authorization, authorization for legal, statutory compliances matters, acquiring premises on lease basis for commercial purpose etc.

Meetings of the Committee:

During the year under review, the Committee met 16 times on April 13, 2012; May 14, 2012; June 7, 2012; July 16, 2012; August 07, 2012; September 04, 2012; September 10, 2012; September 25, 2012; October 22, 2012; November 02, 2012; December 07, 2012; January 04, 2013; February 01, 2013; February 15, 2013; March 05, 2013 and March 08, 2013.

Composition of the Committee & attendance of each member at the meetings of the committee held during the year was as under:

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mr. Shashi Kiran Shetty - Chairman	Executive Director	16	15
Mr. Adarsh Hegde	Executive Director	16	16
Mr. Umesh Shetty*	Executive Director	16	12*

* Appointed w.e.f. August 07, 2012

SHARE ALLOTMENT COMMITTEE:

Terms of Reference:

The Share Allotment Committee was constituted as an ad-hoc committee, comprising of non-executive independent directors of the Company. The terms of reference of Share Allotment Committee are to issue and allot equity shares under the Initial Public Offer of shares (IPO)/ Further Public Offer (FPO) of the Company and under ESOP Schemes of the Company, either in dematerialized form or physical form, under the Common Seal of the Company and listing of the equity shares on BSE Limited and National Stock Exchange of India Limited.

Meetings of the Committee:

During the year under review, the Committee was not required to meet since there was no issue and allotment of shares/ securities of the Company.

Composition of the committee during the year was as under:

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mr. Keki Elavia - Chairman	Non-Executive Independent Director	-	-
Mr. Kaiwan Kalyaniwalla	Non-Executive Independent Director	-	-
Mr. Satish Gupta*	Non-Executive Independent Director	-	-

* Resigned w.e.f. May 20, 2013

FINANCE COMMITTEE:

Terms of Reference:

The Finance Committee comprises of non-executive independent directors and an executive director. The main objective of the Committee is to oversee and review the finance function of the Company, review of operational and financial performance of the Company on quarterly/ half yearly / annually, mobilize the resources for meeting the fund requirements and to consider, evaluate and approve proposals pertaining to providing guarantees or providing securities for securing the financial obligations of wholly owned subsidiaries of the Company. The Committee, inter alia, reviews financial policies of the Company, risk assessment and minimization procedures, working capital and cash flow management, exercises borrowing powers, governs the foreign exchange transactions, provide guarantees / securities / letter of comfort within the limits prescribed under the Companies Act, 1956, ensures all statutory and regulatory compliances relating to the above and to monitor utilization of funds.

Meetings of the Committee:

During the year under review, the Committee met 9 times on May 16, 2012; May 30, 2012; June 20, 2012; July 16, 2012; August 06, 2012; October 22, 2012; November 08, 2012; January 29, 2013 and February 12, 2013.

Composition of the Committee & attendance of each member at the meetings of the Committee held during the year was as under:

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mr. Shashi Kiran Shetty – (Chairman - upto January 29, 2013)	Executive Director	9	6
Mr. Keki Elavia	Non-Executive Independent Director	9	8
Mr. Mohinder Pal Bansal (Chairman - from January 29, 2013)	Non-Executive Independent Director	9	9
Mr. Hari L. Mundra*	Non-Executive Independent Director	9	3*

* Appointed w.e.f August 07, 2012

BUYBACK COMMITTEE:

Terms of Reference:

The Buyback Committee was constituted as an ad-hoc committee comprising of three non-executive independent directors. The main objective of the Committee is to execute and implement the decision of the Board relating to buyback of equity shares of the Company from its shareholders from the open market through stock exchanges in compliance with the provisions of the Companies Act 1956 and Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, which includes but not limited to appointment of Brokers, Investor Service Centre, Legal Advisor, Merchant Banker and other Agencies, opening of bank accounts, trading account, demat account, preparation, finalization and filing of the public announcement, declaration of solvency certificate, certificate for extinguishment and physical destruction of share certificates, placing orders with Brokers to buyback shares, issuing corporate action in respect of the shares in electronic mode, to propose and accept any change(s) or modification(s) in the offer and the documents connected with the said Buy-back, to propose / declare extending the offer for such period or closing of such offer, to sign, execute and deliver all documents, papers, returns, certificates, reports as may be necessary in implementation of the Buy-back offer, to review and oversea the progress made in that behalf and to update the Board of Directors.

Meetings of the Committee:

During the year under review, the Committee met 4 times on June 21, 2012; August 07, 2012; October 22, 2012 and March 04, 2013.

Composition of the Committee & attendance of each member at the meetings of the Committee held during the year was as under:

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mr. Mohinder Pal Bansal Chairman	Non-Executive Independent Director	4	4
Mr. Keki Elavia	Non-Executive Independent Director	4	4
Mr. Kaiwan Kalyaniwalla	Non-Executive Independent Director	4	4

The Company Secretary was appointed as the Compliance Officer for the purpose of the Buy-back.

Since the object of the Committee was achieved, the said committee was dissolved by the Board with effect from May 29, 2013.

NVOCC DE-MERGER COMMITTEE:

Terms of Reference:

The NVOCC De-Merger Committee was constituted as an ad-hoc committee comprising of three non-executive independent directors and the Director Finance. The Committee is empowered to consider and look into various aspects of the proposed de-merger of the NVOCC Business of the Company and advise the Board of Directors, including but not limited to, mode(s) of restructuring of NVOCC Business, determination of valuation of the NVOCC Business, recommending Share Entitlement Ratio, preparation of the Scheme of Arrangement and such other matters as are incidental and consequential thereto and for that purpose to appoint any consultant(s), valuer(s), advocate(s) and such other agencies as may be required.

The Company Secretary also acts as the Secretary to the NVOCC De-merger Committee.

Meetings of the Committee:

During the year under review, the Committee met 2 times on May 16, 2012 and September 26, 2012.

Composition of the Committee & attendance of each member at the meetings of the Committee held during the year was as under:

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mr. Mohinder Pal Bansal Chairman	Non-Executive Independent Director	2	2
Mr. Keki Elavia	Non-Executive Independent Director	2	2
Mr. Kaiwan Kalyaniwalla	Non-Executive Independent Director	2	2
Mr. S. Suryanarayanan	Director Finance	2	2

4. GENERAL BODY MEETINGS

Annual General Meetings:

Location, date and time of the Annual General Meeting (AGM) held during the preceding three years and the Special Resolutions passed thereat are as follows:

Meeting	Date and Time	Venue	Special Resolutions passed
19th AGM	August 07, 2012 at 3.00 p.m.	Avashya House, 5th Floor, CST Road, Kalina, Santacruz (E), Mumbai – 400 098.	None
18th AGM	May 13, 2011 at 11.00 a.m.	M. C. Ghia Hall, 4th Floor, Above Copper Chimney And Bombay Blue, K. Dubash Marg, Near Jehangir Art Gallery, Kala Ghoda, Mumbai – 400 001	1. Payment of commission out of profit of the Company to the Directors, who are neither in the whole time employment of the Company nor a Managing Director(s) of the Company, for a period of 5 years commencing from January 01, 2011. 2. Alteration of Article 161 of the Articles of Association of the Company pertaining to the affixation of the Common Seal of the Company.
17th AGM	May 20, 2010 at 10.30 a.m.	Diamond Square, 5th Floor, CST Road, Kalina, Santacruz (East), Mumbai - 400 098	1. Creation of charge and or mortgage on the assets of the Company in favour of lenders for securing repayment of financial facilities availed/to be availed up to the limit approved by the members under Section 293(1)(d) of the Companies Act, 1956. 2. Amendment in the Articles of Association of the Company consequent upon conversion of Fully and Compulsorily Convertible Debentures and Warrants into equity shares of the Company by Blackstone Entities.

Postal Ballot

During the year under review, the Company was not required to pass any resolution requiring members' approval by way of Postal Ballot.

There is no other immediate proposal for passing any resolution by postal ballot this year. The Company will comply with the requirements of postal ballot as and when such matter arise requiring approval of the Members by such process as per Section 192A and other applicable provisions of the Companies Act, 1956, read with the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011, as amended.

Extra–Ordinary General Meeting:

An Extra–Ordinary General Meeting of the members of the Company was convened pursuant to the order of the Hon'ble Bombay High Court dated January 24, 2013, on Monday, February 25, 2013 at 11.00 a.m. at Avashya house, 5th floor, CST Road, Kalina, Santacruz (E), Mumbai – 400098 for obtaining the members approval by way of Special Resolution to the arrangement embodied in the Scheme of Arrangement between Allcargo Logistics Limited, MHTC Logistics Private Limited and their respective Shareholders and Creditors made under Sections 391 to 394 read with Sections 78, 100 to 103 and other applicable provisions of the Companies Act, 1956 ('The Scheme'), comprising of amalgamation of MHTC Logistics Private Limited, the wholly owned subsidiary of Allcargo Logistics Limited with Allcargo Logistics Limited w.e.f. April 01, 2012 ('The Appointed Date').

The voting results of the meeting were declared on February 25, 2013 the details of the voting are as under and the same are also available on the Company's website:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	91,134,025	91,097,775	99.96	91,097,775	NIL	100.00	NIL
Public – Institutional holders	13,855,643	6,808,978	49.14	6,808,978	NIL	100.00	NIL
Public-Others	21,421,205	14,310,708	66.81	14,310,708	NIL	100.00	NIL
Total	126,410,873	112,217,461	88.77	112,217,461	NIL	100.00	NIL

The shareholders of the Company at the aforesaid meeting had unanimously approved the Scheme.

5. DISCLOSURES:

a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:

During the year under review, there were no transactions of material nature with the Promoters, Directors or the management or their subsidiaries or relatives that had potential conflict with the interest of the Company. Details of related party transactions are disclosed in the notes to the accounts as per Accounting Standard 18.

b) Details of non-compliance, if any, with regard to capital market:

Equity shares of the Company are listed and traded on BSE Limited and National Stock Exchange of India Limited w.e.f. June 23, 2006. The Company has complied with all the provisions of the Listing Agreement as well as the Regulations and Guidelines prescribed by the Securities and Exchange Board of India from time to time.

During the year under review, the Reserve Bank of India (RBI) had imposed a penalty of ₹10 lacs on the Company in connection with a compounding application filed with RBI for contravention of provisions of the Foreign Exchange Management Act, 1999 (FEMA 1999).

c) Disclosure of Accounting Treatment:

There is no deviation in following the treatment prescribed in any Accounting Standard in preparation of financial statements for the year ended on March 31, 2013.

d) Board Disclosures-Risk Management:

The Company is well aware of risks associated with its business operations and various projects under execution. Comprehensive risk management system involving identification and classification of risk, adoption of risk mitigation plans and strong mechanism to deal with potential risk and situation is in place which is being reviewed and monitored periodically to meet the regulatory and other requirements.

e) Certification from CEO and CFO:

The requisite certification from the Chairman & Managing Director (CEO) and Chief Financial Officer (CFO) as required to be given under Clause 49(v) has been placed before the Board of Directors of the Company, on quarterly and annual basis.

f) Details of compliance with mandatory requirements and adoption of non-mandatory requirements of Clause 49 of the Listing Agreement and Voluntary Guidelines on Corporate Governance 2009:

The Company has complied with all the mandatory requirements as prescribed under Clause 49 of the Listing Agreement. A certificate from M/s. Mehta & Mehta, Practising Company Secretaries, to this effect has been included in this report.

g) Status of compliance of Non mandatory requirements:

The Board

The Chairman of the Company is an Executive Director and hence this provision is not applicable. All Independent Directors are associated with the Company for tenure less than 9 years. The Company has ensured that person who is appointed as an independent director has the requisite qualifications and experience which would enable him to contribute effectively to the Company in his capacity as an independent director.

Remuneration Committee

The Company has constituted a remuneration committee to consider and recommend the remuneration of executive directors and for administration and implementation of the Employee Stock Option Plan. The constitution of the Committee, its terms of reference and details of meetings held during the year under review have been discussed in this section of the Annual Report.

Shareholder Rights

The Company displays its quarterly, half yearly and yearly results on its website: www.allcargologistics.com and also publishes in widely circulated newspapers. The Company did not send half yearly results to each household of the shareholders during the year under review. In compliance with clause 54 of the Listing Agreement, the Company has maintained a functional and updated website containing basic information about the Company *inter alia* details of its business, financial information, shareholding pattern, corporate governance practices followed, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances.

Training of Board Members

The Board of Directors is responsible for the management and supervision of the affairs of the Company. To achieve this, board undertakes periodic review of various matters including business wise performance, risk management, borrowings & investments, internal / external audit reports, review of subsidiary companies / joint venture companies operations etc. In order to enable the directors to fulfill the governance role, detailed and comprehensive presentations are made on various businesses, business models, new initiatives, risk minimization procedures, financial performance of the Company and its key subsidiaries and joint venture companies. Any changes in domestic / overseas corporate and industry scenario including their effects on the Company, statutory matters are also reported to the Board Members on a periodic basis.

Mechanism for evaluating Non-Executive Board Members

There is no policy framed for evaluation of Non-Executive Directors. However, the Board of Directors evaluates the performance of Non-Executive Directors on an annual basis considering the time spent by each of the Board Members, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise.

Ethics and Grievance Policy

The Company has formulated and adopted the Ethics and Grievance Policy with an object to report any unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy, malpractice, impropriety, statutory non-compliance or wrongdoing. This Policy expects to ensure that the employee is empowered to pro-actively bring out such instances without fear of reprisal, discrimination or adverse employment consequences. This policy covers the procedure to be followed i.e. the receipt, retention and treatment of complaints covering the areas mentioned above and the confidential, anonymous submission by employees in this regard. The said policy has been posted on the Company's intranet website.

MCA - Voluntary Guidelines 2009

The Company is committed to follow and adopt best governance practices and continuously reviews and revisit its governance practices from time to time so as to meet business and regulatory needs.

The Ministry of Corporate Affairs has issued a set of Voluntary Guidelines on "Corporate Governance" in December 2009. These guidelines are expected to serve as a benchmark for the Corporate Sector and also help them in achieving the highest standard of corporate governance.

Some of the provisions of these guidelines are already in place as reported elsewhere in this report. The other provisions of these guidelines are being evaluated and the Company will strive to adopt the same in a phased manner.

Details of unclaimed shares in terms of Clause 5A of the Listing Agreement

In terms of Clause 5A of the Listing Agreement, the Company has opened an Unclaimed Demat Account and has credited the shares allotted during the Initial Public Offer of the Company in June 2006 and which remain unclaimed as detailed hereunder:

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	01 shareholder entitled for 90 equity shares of ₹ 2/- each
Number of shareholders who approached issuer for transfer of shares from suspense account during the year	Nil
Number of shareholders to whom shares were transferred from suspense account during the year	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	01 shareholder entitled for 90 equity shares of ₹ 2/- each
Voting Rights on these Shares	The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares

6. MEANS OF COMMUNICATION:

The Company has promptly reported all material information including declaration of financial results, press releases etc. to all Stock Exchanges where the shares of the Company are listed. Such information are also simultaneously displayed on the Company's website: www.allcargologistics.com. The financial results, quarterly and annual results and other statutory information were communicated to the shareholders by way of advertisement in English daily 'Economic Times', 'Business Standard' and in a vernacular language newspaper 'Lakshadeep' as per the listing requirements of the Stock Exchanges.

Official news releases and presentation made to institutional investors or to the analysts are displayed on Company's website: www.allcargologistics.com.

Green Initiative:

Ministry of Corporate Affairs ("MCA") has recently taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies through electronic mode. Towards this, MCA has issued Circulars dated April 21, 2011 & April 29, 2011 stating that the service of notice / document by a company to its shareholders can now be made through electronic mode, subject to a few conditions.

Your Company whole-heartedly appreciates this welcome initiative taken by MCA, being an ardent supporter of pro-environment causes. Not only will such a move benefit the environment but will also enhance shareholder experience by enabling the Company to deliver communications promptly and securely and avoid losses / delays in postal transit. It is a step in the right direction being efficient both, economically and ergonomically.

As a part of this, the Company would send notices/documents such as Annual Reports and notices by e-mail to the shareholders registering their e-mail address. To support this laudable move of the Government, the members who have not registered their e-mail address, so far, are requested to do so at the earliest, in respect of demat holding through their respective Depository Participant (DP) and in respect of physical holding through the Registrars and Transfer Agents, M/s. Link Intime India Private Limited.

Shareholders who have not registered their e-mail address with the Company for receiving documents electronically can now register the same by clicking on the link allcargogogreen@linkintime.co.in uploaded on the Company's website: www.allcargologistics.com under Investors Relation under the heading 'Green Initiative'.

We wish to inform you that in addition to getting the documents through your registered e-mail, you can also have access to the documents through Company's website: www.allcargologistics.com. While every notice/document will be sent through e-mail address registered with the Company, in case you desire to receive any notice/document in physical form, please intimate by e-mail and the same shall be sent to your address registered with the Company/DP, free of cost.

We solicit your patronage and support in joining hands with the Company to implement the e-governance initiative.

7. CODE FOR PREVENTION OF INSIDER TRADING:

Pursuant to the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 the Company has adopted a Share Dealing Code for the prevention of insider trading in the shares of the Company. The Share Dealing Code, inter alia, prohibits purchase / sale of shares of the Company by employees while in possession of unpublished price sensitive information in relation to the Company.

8. CODE OF CONDUCT

In terms of Clause 49(I)(D) of the Listing Agreement entered into with Stock Exchanges, the Company has laid down and adopted a Code of Conduct for its Directors and Senior Management Personnel, which is also available on the Company's website: www.allcargologistics.com. The Company has received confirmation from all Directors as well as Senior Management Personnel regarding compliance of Code of Conduct during the year under review. A declaration signed by the Managing Director to this effect is enclosed at the end of this report.

9. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report forms part of this Annual Report.

10. GENERAL SHAREHOLDER INFORMATION:

a) Annual General Meeting

Day & Date	Thursday, August 08, 2013
Venue	5th Floor, Avashya House, CST Road, Kalina, Santacruz (East), Mumbai-400 098
Time	4.00 p.m.
Book Closure Period	Tuesday, August 06, 2013 to Thursday, August 08, 2013 (both days inclusive)

b) Financial Calendar

The Company's accounting year comprises of 12 months period from April 01, 2012 to March 31, 2013.

Tentative Calendar for financial year ending March 31, 2014:

The tentative dates of Meeting of Board of Directors for consideration of quarterly financial results for the financial year ending March 31, 2014 are as follows:

First Quarter Results ended June 30, 2013	On or before August 14, 2013
Second Quarter and Half yearly Results ended September 30, 2013	On or before November 13, 2013
Third Quarter Results and Nine months ended December 31, 2013	On or before February 14, 2014
Fourth Quarter and Annual Results for the year ended March 31, 2014	On or before May 30, 2014

c) Dividend Payment Date: Within 15 days from the declaration at Annual General Meeting.

d) Listing on Stock Exchanges:

The equity shares of the Company are listed and traded on BSE Limited and National Stock Exchange of India Limited.

In terms of Clause 38 of the Listing Agreement, the listing fees for the financial year ended March 31, 2014 has been paid to both the Stock Exchanges. Further, the Company has also paid the Annual Custodian Fees for the financial year ended March 31, 2014 to the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) within the stipulated time.

e) Stock Code:

Name of Stock Exchange	Stock Code
BSE Limited	532749
National Stock Exchange of India Limited	ALLCARGO
ISIN	INE418H01029

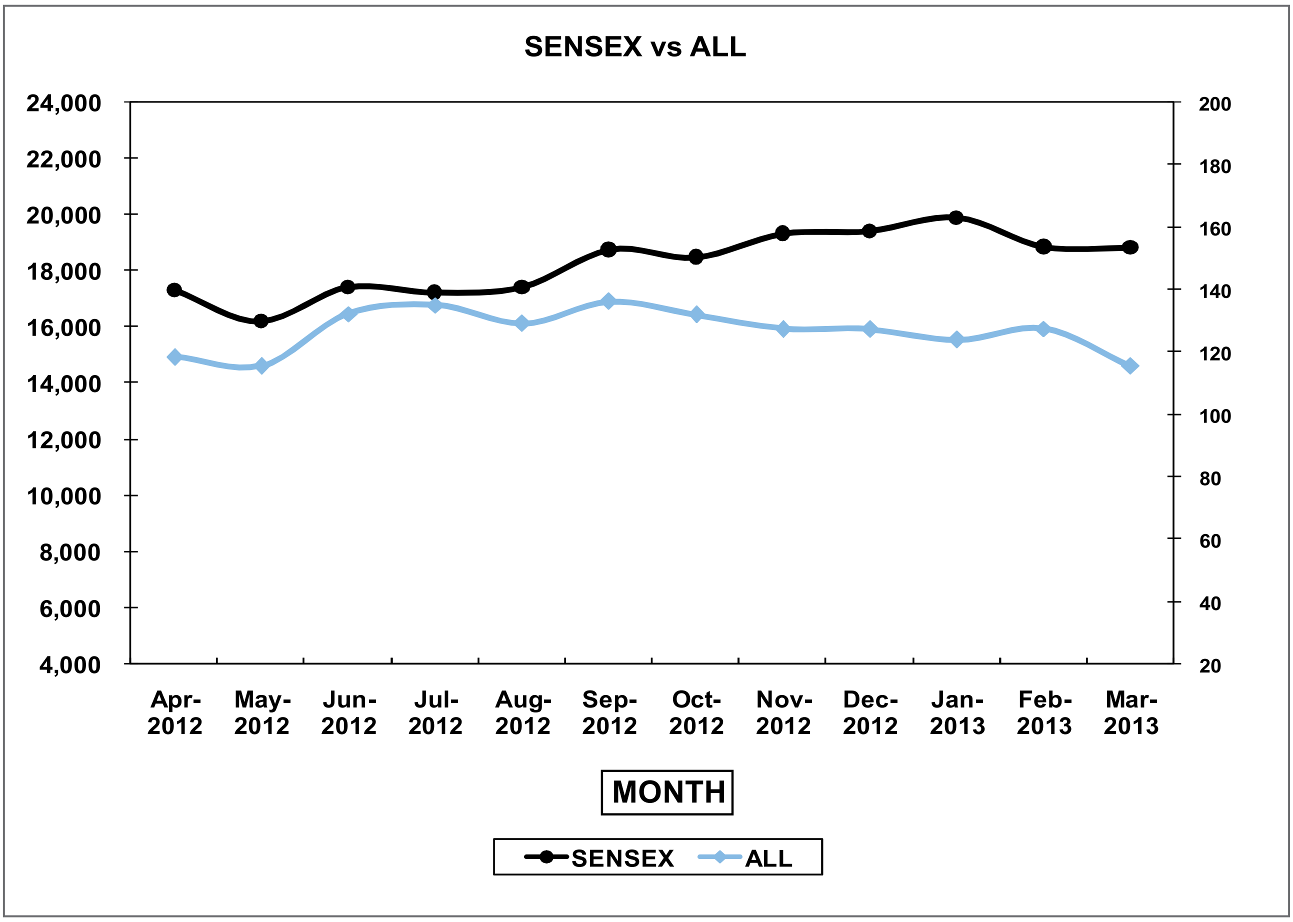
f) Market Price Data

Details of high and low price and number of shares traded during each month in the last financial year on BSE Limited and National Stock Exchange of India Limited, are as under:

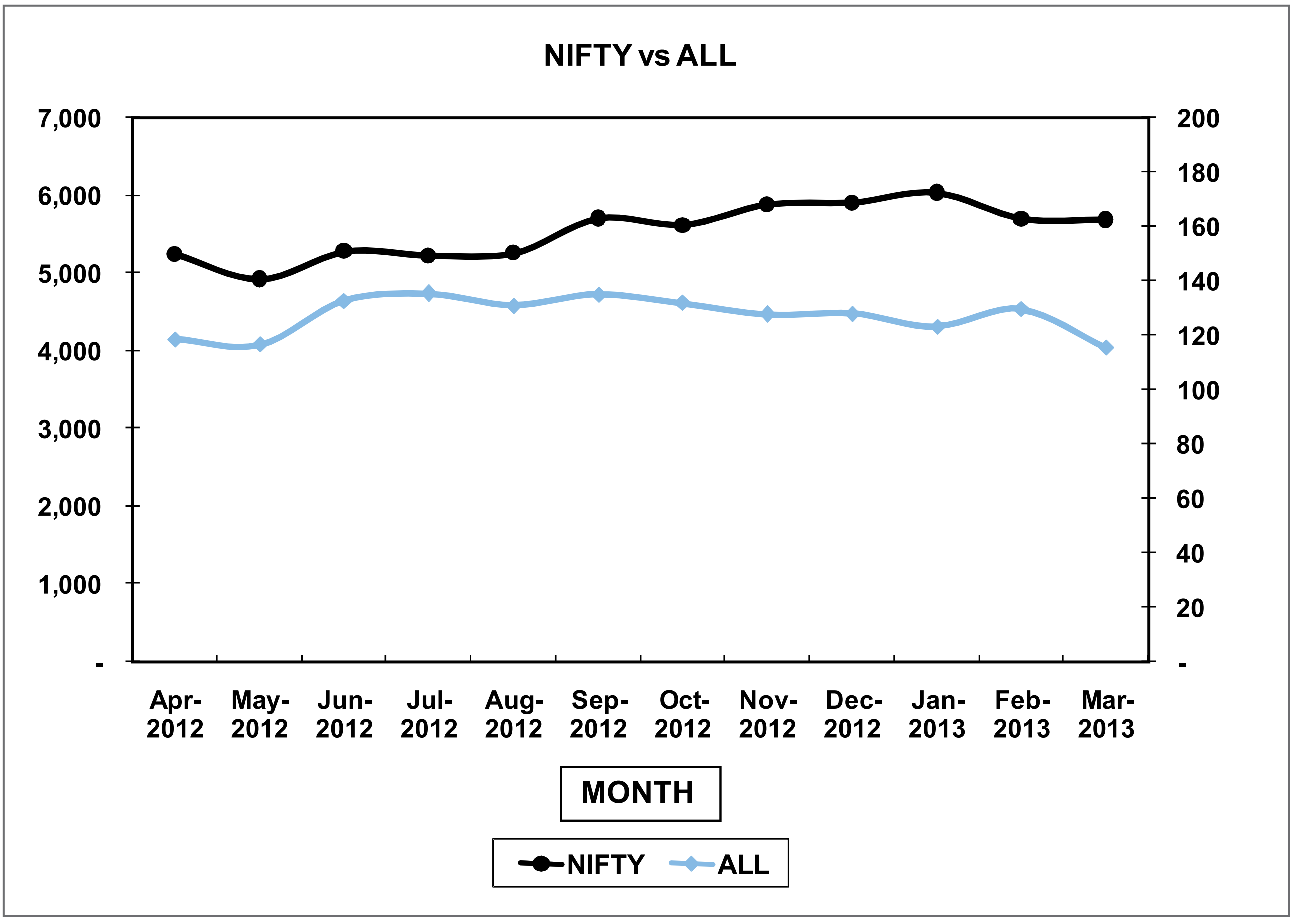
Month	BSE			NSE		
	High	Low	Volume	High	Low	Volume
April – 2012	136.90	117.00	30,921	136.80	115.50	124,566
May – 2012	135.00	110.00	24,092	132.65	108.00	93,071
June – 2012	142.80	109.10	124,436	139.80	109.10	359,960
July – 2012	152.80	129.20	2,327,084	152.00	129.00	1,200,617
August – 2012	144.00	118.80	48,644	143.00	118.00	618,245
September – 2012	139.50	123.25	23,644	139.00	122.00	91,528
October – 2012	140.00	128.05	1,290,876	137.90	126.00	131,390
November – 2012	134.20	126.00	532,105	135.00	125.50	290,217
December – 2012	145.75	123.00	50,302	131.00	123.00	324,712
January – 2013	143.30	123.00	71,436	143.10	122.00	189,014
February – 2013	151.75	121.00	17,154	132.00	120.30	145,639
March – 2013	138.00	110.50	633,332	134.95	108.00	745,722

Source: www.bseindia.com and www.nseindia.com

(g) Performance of Share Price of the Company in comparison to the BSE Sensex & NSE Nifty:



Source: www.bseindia.com



Source: www.nseindia.com

h) Share transfer system

The Company's equity shares which are in compulsory dematerialized (demat) form are transferable through the depository system. Equity Shares in physical form are processed by the Registrar and Share Transfer Agents, Link Intime India Private Limited and approved by the Share Transfer/Investors' Grievance Committee of the Board of the Company. The share transfers are normally processed within 15 days from the date of receipt of the documents, if they are complete in all respects.

i) Dematerialization of shares and liquidity

Equity shares of the Company are compulsorily traded in dematerialized form and are available for trading under National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) from June 23, 2006 onwards. The International Security Identification Number (ISIN) allotted to the Company, post sub-division of shares, under Depository System is INE418H01029. As on March 31, 2013, 126,356,483 equity shares of ₹ 2 each, representing 99.96% of the Company's total paid up capital, have been held in dematerialized form.

j) ADRs/GDRs/Warrants

The Company has not issued any GDRs/ADRs/Warrants or any other convertible instruments.

k) Investor Helpdesk & Registrar and Transfer Agent

For lodgment of transfer deeds and any other documents or for any grievances / complaints / investor related issue, shareholders / investors may contact at the following address:

M/s. Link Intime India Private Limited
Registrar and Transfer Agents
Unit: Allcargo Logistics Limited
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West),
Mumbai – 400 078
Tel: 022 – 2596 3838 Fax: 022 – 2594 6969
Email: mumbai@linkintime.co.in

Contact Person: Mr. Rajesh Mishra

Mr. Shailesh Dholakia
Company Secretary & Compliance Officer
Allcargo Logistics Limited
6th Floor, Avashya House,
CST Road, Kalina, Santacruz (East),
Mumbai – 400 098
Tel: 022 – 6679 8100; Fax : 022 – 66798195
Email: investor.relations@allcargologistics.com

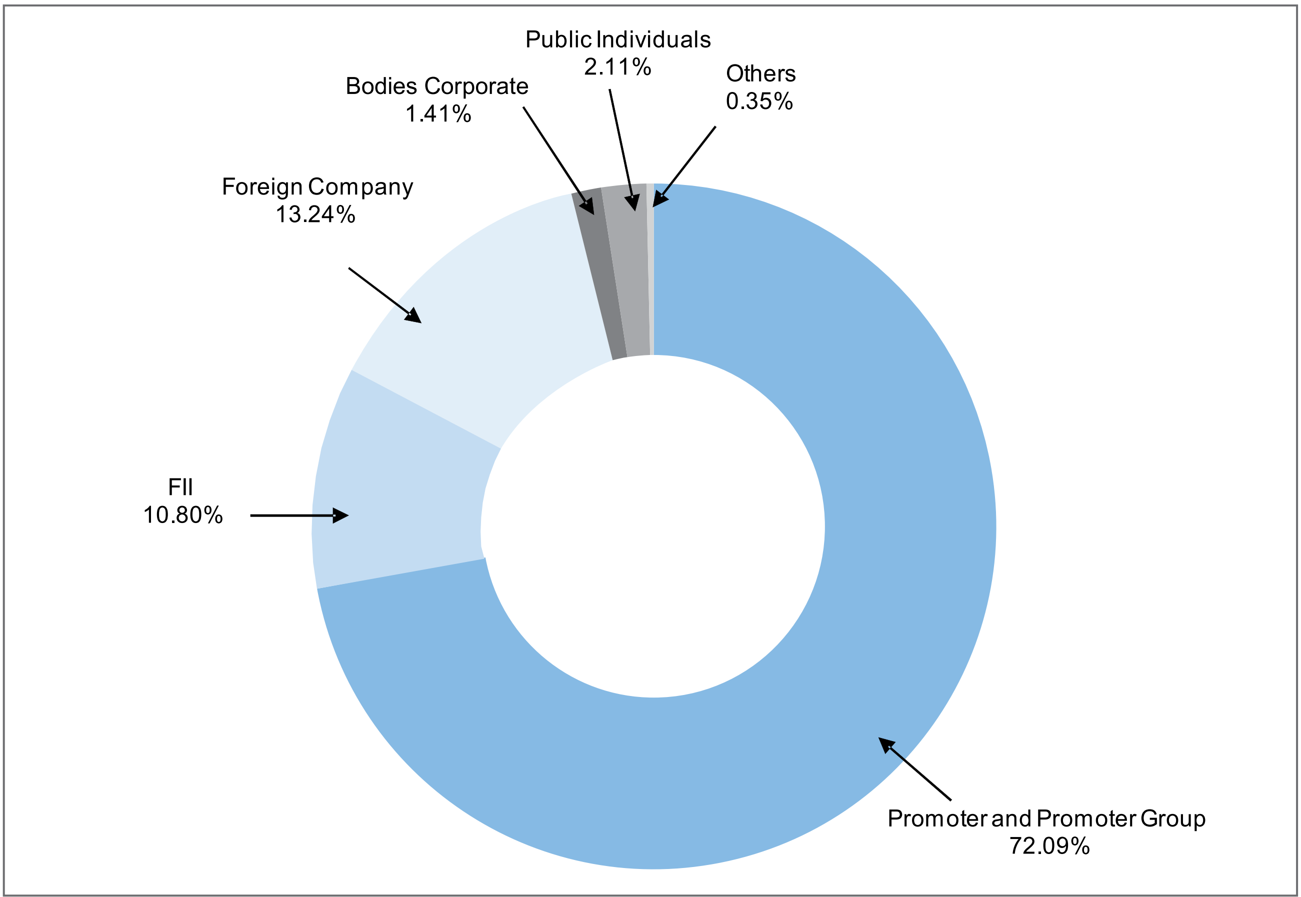
l) Distribution of Shareholding

Distribution of Shareholding as at March 31, 2013:

Shareholding (No. of Shares) (From – To)	No. of shareholders	% to no. of shareholders	No. of shares	% to no. of shares
1 - 500	5,642	89.94	583,082	0.46
501 - 1000	313	4.99	247,652	0.20
1001 - 2000	127	2.03	192,379	0.15
2001 - 3000	51	0.81	127,835	0.10
3001 - 4000	20	0.32	70,006	0.06
4001 - 5000	26	0.42	125,422	0.10
5001 - 10000	36	0.57	253,680	0.20
10001 & Above	58	0.92	124,810,817	98.73
TOTAL	**6,273**	**100.00**	**126,410,873**	**100.00**

m) Shareholding Pattern as at March 31, 2013:

Category of Shareholders	Number of shares	% of Shareholding
Promoter and Promoter Group	91,134,025	72.09
Foreign Company	16,735,400	13.24
Foreign Institutional Investors	13,646,374	10.80
Public Individuals	2,665,065	2.11
Bodies Corporate	1,776,532	1.41
Mutual Fund	455	0.00
Financial Institutions	196,289	0.16
Clearing Member	14,588	0.01
Trust	74,710	0.06
Independent Directors and their relatives	67,528	0.05
Non Resident Indians	33,109	0.03
Foreign Nationals	66,798	0.05
Total	**126,410,873**	**100.00**



n) Office Locations

Branches at:

Wakefield House, 1st Floor, Sprott Road, Ballard Estate, Mumbai-400 038. Maharashtra.	Dronagiri Railway Terminal (D.R.T.) (CWC) Opp. Punjab Conware Sector II, Dronagiri Node, Shed No. 4, Paghote Village, Uran-400 705 Maharashtra.	Kukreja Centre, A Wing, Office. 206, 2nd Floor, Plot No. 13, Sector-11,CBD Belapur, Navi Mumbai-400 614. Maharashtra
Survey No.123/12(4)/A Village Kolke, Opp. T I Auto, Old Mumbai Pune Road, Near Phalspa Phata, Panvel-410 206, Maharashtra	Plot No. U 31, II Floor, Narendra Nagar, Ring Road, Nagpur-440 015, Maharashtra.	Office No. 128, Akshay Complex, Off Dhole Patil Road, Pune-411 001, Maharashtra.
516, Siddhartha Complex, Near Express Hotel, R. C. Dutt Road, Alkapuri, Baroda-390 005, Gujarat.	104, Sakar-V, Behind Natraj Cinema, Off. Ashram Road, Ahmedabad-380 009, Gujarat.	Office No. 247, 2nd Floor, Ganpati Plaza, M.I. Road, Jaipur-302 001, Rajasthan
B-44, Shastri Nagar, Opp ST. Paul's School Near Shastri Circle, Jodhpur, Rajasthan-342 001.	Plot No. N-76, Phase-IV, Verna Industrial Estate, Verna Salcette, GOA-403 722.	Krishna Tower, 3rd Floor, Room No. 308, 15/63, Civil Line, Kanpur-208 001, Uttar Pradesh.
Sector 44, Plot No. 111, Next to Ramada Hotel, Opp to BESTECH, Gurgaon.	Local Shopping Complex, Plot No 8,Vardhaman Plaza, Site No 37-38, Kalkaji , New Delhi-110 065.	56-57, Bindra Complex, C-145 A, Phase V, Focal Point, Ludhiana-141 010, Punjab.
No. 7A/1A, 3rd Floor, Middleton Street, Kolkata-700 016., West Bengal.	No. 21, IV Floor, S.K.Vista, Rustom Baugh, Main Road, Kodihalli, Bangalore-560 017, Karnataka.	Leelavathi Building, 2nd Floor,69, Armenian Street, Parrys, Chennai-600 001, Tamil Nadu.
1st Floor, Rani Meyyammai Building, K P K Menon Road, Willington Island, Cochin-682 003, Kerala.	51/15A, Muniasamypuram, 2nd Street, Kamaraj Salai, Tuticorin-628 003, Tamil Nadu.	Surekha Chambers, 3rd Floor, Flat # 305, Ameerpet, Hyderabad-500 016, Andhra Pradesh.

Container Freight Stations at:

Kaproli Village, Taluka–Uran, Near JNPT Area Dist- Raigad-410 212, Maharashta	913 Thiruvottiyur High Road, Near Wimco Nagar Railway Station, Ernavur, Chennai-600 057, Tamil Nadu.	Bharat CFS Zone 1, Mundra Port & SEZ Limited Navinal Island, Mundra, District Kutch-370 421, Gujarat.
Tilpata Road, Dadri, Greater Noida, Dist. Gautam Budh Nagar, Uttar Pradesh-201 307	Plot No.13-B, Kheda Industrial Growth Centre, Sector No.3, District Dhar, Pithampur-454 775, Madhya Pradesh.	

DECLARATION

To,
The Members of
Allcargo Logistics Limited

I, Shashi Kiran Shetty, Chairman & Managing Director of Allcargo Logistics Limited ("the Company"), hereby declare that all the Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct, laid down and adopted by the Company, during the year ended March 31, 2013.

For Allcargo Logistics Limited

Shashi Kiran Shetty
Chairman & Managing Director

Place: Mumbai
Date : May 29, 2013

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Allcargo Logistics Limited

We have examined all relevant records of Allcargo Logistics Limited ("The Company") for the purposes of certifying compliances of the conditions of Corporate Governance under the revised Clause 49 of the Listing Agreement entered into with the BSE Limited and National Stock Exchange of India Limited (Stock Exchanges) for the year ended March 31, 2013.

The compliances of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliances of the conditions of the Corporate Governance. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

For Mehta & Mehta
Company Secretaries

Dipti Mehta
Partner
FCS: 3667
CP No: 3202

Place: Mumbai
Date: May 29, 2013

Forward looking statements

Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events

The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise forward looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in government regulations, tax laws, economic developments within the country and such other factors globally.

The financial statements are prepared under historical cost convention, on accrual basis of accounting, and in accordance with the provisions of the Companies Act, 1956 (the Act) and comply with the Accounting Standards notified under Section 211(3C) of the Act read with the Companies (Accounting Standards) Rules, 2006. The management of Allcargo Logistics Limited has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements, reflect in a true and fair manner, the state of affairs and profit/ loss for the year.

The following discussions on our financial condition and result of operations should be read together with our audited consolidated financial statements and the notes to these statements included in the annual report. Unless otherwise specified or the context otherwise requires, all references herein to "we", "us", "our", "the Company", "Allcargo" are to Allcargo Logistics Limited and its subsidiaries and associates.

ECONOMIC OVERVIEW

Four years after the eruption of the global financial crisis, the world economy is still struggling to recover. During 2012, global economic growth weakened further. A growing number of developed economies fell into a double-dip recession. Those in severe sovereign debt distress moved even deeper into recession, caught in the downward spiraling dynamics from high unemployment, weak aggregate demand compounded by fiscal austerity, high public debt burdens, and financial sector fragility. Growth in the major developing countries and economies in transition has also decelerated notably, reflecting both external vulnerabilities and domestic challenges. The prospects for the next two years continue to be challenging, fraught with major uncertainties and risks slanted towards the downside. The UN has forecasted a growth of World Gross Product (WGP) of 2.4 per cent in 2013 and 3.2 per cent in 2014.

India is likely to remain one of the faster-growing nations in the world, although the expected pace takes a step back from the very high growth rates achieved in the late 2000s. The year 2012 has been challenging for the Indian economy. Growth fell to 5.4 percent during the first half of 2012 – 13 because of adverse external factors especially recession in the Euro zone and a weak recovery of the US economy and internal unfavorable domestic environment with delayed monsoons and lack of policy reforms. With the global economy continuing to grow at such a muted pace, India's growth will be largely shaped by domestic factors.

The UN expects India to grow at a 6.4 per cent pace in 2013, outpacing the 6 per cent expansion in developing Asia-Pacific economies in the same period.

The Reserve Bank of India (RBI) sees a modest pick-up in economic activity in 2013-14, pegging the GDP growth rate at 5.7 per cent. The central bank's outlook is significantly lower than the finance ministry's forecast of 6.1 to 6.7 per cent growth. In its annual monetary policy review for 2013 – 14, RBI has assessed that activity will remain subdued during the first half of this year with a modest pick-up in the second half.

Further, the central bank expects inflation to hover broadly around the 5.5 per cent mark in the current fiscal and will deploy "all instruments at command" to bring it down to 5 per cent by March next year. India's headline inflation in March fell to its lowest in more than three years at 5.96 per cent, but the consumer price index remained elevated at 10.39 per cent.

For India to outperform the projected economic growth, a focused thrust on improvement of domestic factors is absolutely critical. Key issues need to be addressed are investment in infrastructure, focus on high-end manufacturing, increase the investment in bio-technology and bring in agricultural land reforms that will help farmers with small holdings get greater access to credit, energy reforms addressing the power shortage in the country, education amongst many others. The government to a large extent, has started to take steps to address this. One of the steps that the government has taken is the continued focus on infrastructure development in the country. Healthy infrastructure spending holds the key to facilitating economic growth in India. Hence given the importance of infrastructure for growth, the 12th Plan period has pegged the investment in infrastructure at US$ 1 trillion.

(Sources: CRISIL's report on Economic Insights January 2013, UN's report on 'World Economic Situation and Prospects 2013', RBI website)

ABOUT ALLCARGO

Allcargo Logistics Limited, part of the Avvashya Group, is a leading multinational company providing integrated logistics solutions. The Company offers specialized logistics services across Multimodal Transport Operations, Container Freight Station Operations and Project & Engineering Solutions. Benchmarked quality standards, standardized processes and operational excellence across all the services and facilities, have enabled Allcargo Logistics Limited to emerge as a leading player in all these segments.

The Company currently operates out of 189 own offices in 89 countries and gets supported by an even larger network of franchisee offices across the world. Allcargo Logistics Limited is today one of India's largest publicly owned logistics companies, listed on BSE Limited and National Stock Exchange of India Limited and a constituent of the BSE Midcap Index.

CONSOLIDATED FINANCIAL OVERVIEW

The Company changed its accounting year from calendar to fiscal. As a result, the previous audited period is for 15 months ended March 31, 2012 and not comparable to the current 12 months ended March 31, 2013.

The consolidated performance of the Company for the financial year ended March 31, 2013, is follows:

Total revenue (includes other income) was ₹ 3,992.4 crore for the year ended March 31, 2013, as against ₹ 4,325.5 crore for 15 months ended March 31, 2012

The operating expenses for the financial year ended March 31, 2013 were ₹ 2,699.4 crore as against ₹ 2,845.4 crore for 15 months ended March 31, 2012.

The staff expenses for the financial year ended March 31, 2013 were ₹ 563.4 crore as against ₹ 609.5 crore for 15 months ended March 31, 2012.

The other expenses for the financial year ended March 31, 2013 were ₹ 275.9 crore as against ₹ 301.2 crore for 15 months ended March 31, 2012

The EBIDTA (Earnings Before Interest, Depreciation and Tax) was ₹ 422.4 crore for the year ended March 31, 2013, as against ₹ 569.4 crore for 15 months ended March 31, 2012

The depreciation for the financial year ended March 31, 2013 was ₹ 147.3 crore as against ₹ 133.7 crore for 15 months ended March 31, 2012.

The interest for the financial year ended March 31, 2013 was ₹ 41.5 crore as against ₹ 64.3 crore for 15 months ended March 31, 2012.

The PAT (Profit After Tax) for the financial year ended March 31, 2013 was ₹ 169.7 crore as against ₹ 284.5 crore 15 months ended March 31, 2012

The EPS (Earning Per Share) for the financial year ended March 31, 2013 was ₹ 13.3 for a face value of ₹ 2 per share

RESOURCES AND LIQUIDITY

As on March 31, 2013, the consolidated networth stood at ₹ 1585.7 crore and the consolidated debt was at ₹ 762.9 crore.

The cash and cash equivalents at the end of March 31, 2013 were ₹ 232.1 crore.

The net debt to equity ratio of the Company stood at 0.33 as on March 31, 2013.

BUSINESS PERFORMANCE

Allcargo operates primarily in three segments, viz., Multimodal Transport Operations (MTO), Container Freight Stations Operations (CFS) / Inland Container Depot (ICD) and Project & Engineering Solutions (P&E).

MULTIMODAL TRANSPORT OPERATIONS (MTO)

- MTO segment involves NVOCC (Non Vessel Owning Common Carrier) operations related to LCL (Less than container load) consolidation and FCL (Full container load) forwarding activities in India and across the world through its wholly owned subsidiary ECU Line
- Allcargo is amongst the leading players in the global LCL consolidation market with a strong network across 89 countries and 189 own offices covering over 4,000 port pairs across the world
- The business clocked total volumes of 2,84,726 TEUs for the year ended March 31, 2013 as against 2,75,205 TEUs for the corresponding previous period, an increase of 3%. The business has achieved volume growth, despite slowdown in global trade, re-enforcing the focus on LCL consolidation as a primary business offering built in with global scale of operations that has helped to develop resilience towards trade volatility
- The total revenue for the year ended March 31, 2013 was ₹ 3,197.9 crore as against ₹ 3,397.2 crore for 15 months ended March 31, 2012
- EBIT was ₹ 149.3 crore for the year ended March 31, 2013, as against ₹ 163.8 crore for 15 months ended March 31, 2012

CONTAINER FREIGHT STATIONS (CFS)/ INLAND CONTAINER DEPOT (ICD) OPERATIONS

- The CFS segment operations of Allcargo are involved in import / export cargo stuffing, de-stuffing, customs clearance and other related ancillary services to both, importers and exporters
- The CFS facilities are located near JNPT, Mundra, and Chennai ports. Allcargo is the number one CFS operator in Chennai and amongst the top five at JNPT and Mundra (including captive CFSs, in terms of volume)
- The total capacity of the CFSs at the end of March 31, 2013 is 485,000 TEUs per annum
- The ICDs are located at Dadri and Pithampur (Indore) and have a total capacity of 88,000 TEUs per annum. ICD setup at Dadri started operations in the month of November, 2011
- This business segment clocked total volumes of 2,21,909 TEUs for the year ended March 31, 2013, as against 2,45,175 TEU for the corresponding previous period, a decrease of 9%. This decline was mainly on account of a drop in laden import volume at the ports
- The total revenue for the year ended March 31, 2013 was ₹ 312.2 crore as against ₹ 353.0 crore for 15 months ended March 31, 2012
- EBIT was ₹ 112.5 crore for the year ended March 31, 2013, as against ₹ 161.8 crore for 15 months ended March 31, 2012

PROJECT & ENGINEERING SOLUTIONS (P&E)

- Project & Engineering Solutions division provides integrated end-to-end project engineering and logistic services through a diverse fleet of owned / rented special equipment like cranes, hydraulic axles, barges to carry ODC (Over Dimensional Cargo) / OWC (Over Weight Cargo) as well as project engineering solutions across various sectors
- At the end of March 31, 2013, the business had a fleet size of 1,039 equipments
- The total revenue for the year ended March 31, 2013, was ₹ 430.1 crore as against ₹ 518.9 crore for 15 months ended March 31, 2012
- EBIT was ₹ 40.4 crore for the year ended March 31, 2013 as against ₹ 108.1 crore for 15 months ended March 31, 2012

NEW DEVELOPMENTS/ ACHIEVEMENTS IN BUSINESSES DURING THE YEAR:

In the MTO business:

- Awarded the "LCL Consolidator of the year award" at the South East CEO Conclave And Awards 2012
- Ecu Line Vietnam has been ranked amongst the 500 Fastest Growing SMEs in Vietnam (2012) by
- Allcargo – Ahmedabad was awarded "Third largest volume as LCL Consolidator" handled at ICD Sabarmati, by Container Corporation of India Ltd
- Opened new offices in Australia and Indonesia

In the CFS business:

- Started a new CFS at JNPT with total installed capacity (first phase) of 1,44,000 TEUs per annum. This takes the total installed capacity of all CFSs across India to 4,85,000 TEUs per annum

In the P&E business:

- Allcargo was awarded "Best Shipping Line of the year – Break Bulk Operator" at 1st Gujarat Star Awards, 2012
- Appointed as the exclusive agent of German company - Hansa Heavy Lift, global market leaders with strong heavy lift capabilities

AWARDS AND RECOGNITIONS DURING THE YEAR:

- Awarded the " Logistics Innovator of the Year" by the Chartered Institute of Logistics and Transport
- Awarded the "Freight Forwarder of the Year- Project Cargo" by Conquest 2013
- Awarded the "Global Indian Maritime Personality" Award by The Maharashtra Chamber of Commerce, Industry and Agriculture
- Won the MALA Award in the 'Heavy Lift Mover of the Year 2012' category. MALA is a distinguished Maritime and logistics award platform that honors the dignitaries of the logistics industry. Allcargo has been proud recipient of MALA awards for 3 years in a row
- Awarded the "Most Well Diversified Business Enterprise" by Citi Commercial Bank & Economic Times
- Mr Shashi Kiran Shetty, CMD, was awarded the 'News Maker of the Year' award – MALA Awards 2012
- Mr. Shashi Kiran Shetty, CMD, was honored with the "Global Indian Maritime Personality" Award

RISKS AND CONCERNS

The Company faces the following Risks and Concerns:

Economic Risk

A part of business is substantially dependent on the prevailing global economic conditions. As witnessed in previous years, global trade directly impacts our MTO business. Factors that may adversely affect the global economy and in turn India's economic growth, that could affect the CFS/ ICD, warehousing and project & engineering solutions businesses, include slowdown in the rate of infrastructure development, inflation, changes in tax, trade, fiscal and monetary policies, scarcity of credit etc. However, given the estimate of 5.7% growth in the Indian economy in FY 2013, planned infrastructure investments in FY 2013-2017 will rise to a cumulative US$ 1 Trillion compared to US $ 542 billion in FY 2007- 2012, growth in global EXIM traffic and with increasing outsourcing of the logistics function by companies, we do not expect to be significantly affected by this risk.

Competition Risk

This risk arises from more players wanting a share in the same pie. Like in most other industries, opportunity brings with itself competition. We face different levels of competition in each segment, from domestic as well as multinational companies. However, Allcargo has established strong brand goodwill in the market and a strong foothold in the entire logistics value spectrum. We are one of the largest LCL Consolidator in the world, with 189 own offices across 89 countries covering over 4,000 port pairs. Our wide geographical presence and network across the globe helps us generate higher volumes. We are working on a blueprint to consolidate our position as the market leader and enter newer segments and offer our customers "a one-stop-shop" for logistics services. We have built a strong relationship with most of the leading carriers/liners and as a result are able to obtain competitive commercial terms and operational advantages. We also counter this risk with the quality of our infrastructure, service levels and relationships with our customers. Thus, we do not expect to be significantly affected by this risk.

Trade Risk

Our business can be affected by the rise and fall in the levels of imports and exports in the country. Given the projected growth in the Indian economy and expected recovery in global trade, rising spending in the infrastructure and manufacturing space and increasing per capita and disposable income, it is estimated that EXIM trade will continue to rise steadily. With its foray into niche service of Projects & Engineering Solutions, the Company is further reducing its dependence on global EXIM trade. Thus we belive the trade risk in this regards are acceptable levels.

Regulatory Risk

If we are unable to obtain required approvals and licenses in a timely manner, our business and operations may be adversely affected. We require certain approvals, licenses, registrations and permissions for operating our MTO and CFS/ICD business. We may encounter delays in obtaining these requisite approvals, or may not be able to obtain such approvals at all, which may have an adverse effect on our revenues. Based on given our own experience in obtaining such permissions, we do not expect this risk to affect us materially in the coming years.

Liability Risk

This risk refers to our liability arising from any damage to cargo, equipment, life and third parties which may adversely affect our business. The Company attempts to manage this risk through contractual obligations and insurance policies.

Execution Risk

The Company has been developing a number of projects in the last year and several more are in the pipeline. Project execution is largely dependent upon land purchase, project management skills and timely delivery by equipment suppliers. Any delay in project implementation can impact revenue and profit for that period. Our implementation schedules are in line with the plans. Emergency and contingency plans are in place to prevent or minimize business interruptions. Therefore, we do not expect this risk to affect us materially in the future. Concerns like soaring land prices, a complex tax structure, infrastructure bottle-necks, retaining talent and unprecedented natural and man-made disasters and political/social turmoil which may affect our business, remain. However, these are threats faced by the entire industry.

OPPORTUNITIES

- 2.5 to 3x growth expected in freight movement during 2010-2020
- Infrastructure development is the critical economic growth enabler with two thirds of infrastructure network capacity yet to be built in India
- Sustained focus on increase in infrastructure spend by Government of India - US$ 500 billion in 10th FYP and US$ 1 trillion in 12th FYP
- Introduction of GST will create uniform pan-India taxation regime on goods & services
- Demand for efficient, flexible and responsive supply chain to increase
- Creation of integrated supply chain facilities like warehousing near consumption centers

- Rising FDI in Indian companies - more than US$ 140 billion over last 4 years
- Approximately US$ 500 billion expected to be spent in logistics infrastructure development in the coming decade
- Strong growth is expected in Container volume with container traffic growing at CAGR of ~12.3% at major ports for the next few years
- Several upcoming container terminals planned at both major and non-major ports - will further increase flow of container traffic
- Infrastructural initiatives like Dedicated Freight Corridor - will further support growth of cargo containerization

(Sources: The Planning Commission, GOI; Building India- Transforming the nation's logistics infrastructure, McKinsey & Co, IMF, Ministry of Shipping, Perspective Plans for Major Ports).

THREATS

- Competition from local and multinational players
- Execution risk
- Regulatory changes
- Attraction and retention of human capital

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company maintains a system of internal controls designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations.

The organization is well structured and the policy guidelines are well documented with pre-defined authority. The Company has also implemented suitable controls to ensure that all resources are utilized optimally, financial transactions are reported with accuracy and there is strict adherence to applicable laws and regulations.

The Company has put in place adequate systems to ensure that assets are safeguarded against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported. The Company also has an exhaustive budgetary control system to monitor all expenditures against approved budgets on an ongoing basis.

Recognizing the important role of internal scrutiny, the Company has an internal audit function which is empowered to examine the adequacy of, and compliance with, policies, plans and statutory requirements. It is also responsible for assessing and improving the effectiveness of risk management, control and governance process.

Periodical audit and verification of the systems enables the various business groups to plug any shortcomings in time. It also evaluates the Company's strategic risk management system and suggests improvement in strengthening risk mitigation measures for all key operations, controls and governance process. In addition, the top management and the Audit committee of the Board periodically review the findings and ensure corrective measures are taken.

HUMAN RESOURCES

The Company has Human Relations policies in force. These are reviewed and updated regularly in line with the Company's strategic plans. The Human Relations team continually conducts training programs for the development of employees.

As on March 31, 2013, the Company had a workforce of 3,711 people on rolls. The business wise breakup of the workforce is as follows:

Businesses	% on rolls
MTO	71%
CFS/ICD	6%
P&E	7%
Corporate	3%
Others	13%
Total	**100%**

OUTLOOK

The economy is likely to expand by more than 5.0 percent in FY2013. Although the slowing momentum of economic growth may have bottomed out in the third quarter of FY2013, even a substantial pickup in the last quarter of the fiscal year is unlikely to lift the growth rate of real GDP at factor cost much beyond 5.0 percent given the weakness observed over the previous three quarters. Together with a modest improvement in investment and some strengthening in the global economic activity, signs point to a gradual recovery in growth ahead.

Over the long term, India's prospects remain very bright. Notwithstanding the current slowdown in economic growth, India's long-term prospects remain highly favorable. India possesses the fundamentals to grow at sustained high rates over the next several decades on the strengths of its demographic transition, high savings and investment rates, rising educational attainments, and increasing agglomeration effects (urbanization and growth of secondary cities).

India is entering demographic transition much later than many other developing countries, and will still be a relatively young nation twenty years from now even as its dependency ratio declines to 49 percent in 2030 from 56 percent today. Even as economic activity fell to a decade-low pace this year, investment rates did not decline much below 30 percent; combined with the demographic dynamics and a rising age-savings profile, India is likely to generate significant volumes of savings and investment over the coming years.

The average schooling of the working age population will increase by at least a full year even with no further improvements in the educational attainment of today's youth (i.e., simply due to the fact that younger cohorts are better educated) and could rise much faster if further progress is achieved on the education agenda. The proportion of population living in urban areas is expected to rise to 40 percent in 2030 from around 30 percent today, reinforcing productivity-boosting agglomeration effects.

Combined, these effects are likely to form the foundations of India's strong growth for decades to come.

INDEPENDENT AUDITORS REPORT

To
the Members of
Allcargo Logistics Limited

Report on the financial statements

We have audited the accompanying financial statements of **Allcargo Logistics Limited** ('the Company'), which comprise the Balance sheet as at 31 March 2013 and the Statement of profit and loss and the Cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

The Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the Balance sheet, of the state of affairs of the Company as at 31 March 2013;

(b) in the case of the Statement of profit and loss, of the profit of the Company for the year ended on that date; and

(c) in the case of the Cash flow statement, of the cash flows of the Company for the year ended on that date.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ('the Order'), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
   (a) we have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes 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 those books;
   (c) the Balance sheet, the Statement of profit and loss and the Cash flow statement dealt with by this report are in agreement with the books of account;
   (d) in our opinion, the Balance sheet, the Statement of profit and loss and the Cash flow statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Act; and
   (e) on the basis of written representations received from the directors of the Company as at 31 March 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

For **B S R & Co.**
Chartered Accountants
Firm's Registration No: 101248W

Vijay Bhatt
Partner
Membership No: 036647

For Appan & Lokhandwala Associates
Chartered Accountants
Firm's Registration No: 117040W

M.Subramanian
Partner
Membership No: 111106

Place : Mumbai
Date : May 29, 2013

ANNEXURE TO THE INDEPENDENT AUDITORS REPORT - 31 MARCH 2013

With reference to the Annexure referred to in the Independent Auditors' Report to the Members of Allcargo Logistics Limited ('the Company') on the financial statements for the year ended 31 March 2013, we report the following:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with the policy, the Company has physically verified certain fixed assets during the year and we are informed that no discrepancies were noticed on such verification.

(c) Fixed assets disposed off during the year were not substantial and therefore, do not affect the going concern assumption.

(ii) (a) The inventory, other than stocks lying with third parties, has been physically verified by the management during the period. In our opinion, the frequency of such verification is reasonable. The procedures for physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(b) The Company is maintaining proper records of inventories. The discrepancies noticed on verification between the physical stocks and the book records were not material and these have been dealt with in the books of account.

(iii) (a) The Company has granted unsecured loans to a body corporate covered in the register maintained under Section 301 of the Companies Act, 1956 ('the Act'). The maximum amount outstanding during the year was ₹ 5,077 lakhs and the year-end balance was ₹ 9.8 lakhs. The Company has not granted loans, secured or unsecured to firms or other parties covered in the register maintained under Section 301 of the Act. In our opinion and according to the information and explanation given to us, the Company does not consider the reimbursement of costs charged and outstanding to fall under preview of loans.

(b) In our opinion, the rate of interest and other terms and conditions on which the loans have been granted to a body corporate covered in the register maintained under Section 301 of the Act are not, prima facie, prejudicial to the interests of the Company.

(c) Loans granted to a body corporate listed in the register maintained under Section 301 of the Act are repayable on demand. The borrower has been regular in repaying the principal amounts as demanded and in the payment of interest.

(d) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to a body corporate listed in the register maintained under Section 301 of the Act.

(e) According to the information and explanations given to us, the Company has not taken any loans, secured or unsecured, from companies, firms or parties covered in the register maintained under Section 301 of the Act. Accordingly, paragraphs 4 (iii) (e) to 4(iii) (g) of the Order are not applicable.

(iv) In our opinion and according to the information and explanations given to us, and having regard to the explanation that certain services rendered are for the specialised requirements of certain buyers and that purchases of certain items of fixed assets are for the Company's specialised requirements and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and inventories and with regard to the sale of goods and services**.** We have not observed any major weakness in the internal control system during the course of the audit.

(v) (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register to be maintained under that section.

(b) In our opinion and according to the information and explanations given to us, and having regard to the explanation that certain services rendered are for the specialised requirements of certain buyers and suitable alternative sources are not available to obtain comparable quotations, the transactions made in pursuance of contracts or arrangements in the register maintained under Section 301 of the Act and exceeding the value of Rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time. However, on the basis of information and explanations provided, the same appear reasonable.

(vi) The Company has not accepted any deposits from the public during the year.

(vii) In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.

(viii) We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records, to the extent applicable to the activities undertaken by the Company, under Section 209(1) (d) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues of Provident fund, Employees' State Insurance, Investor Education and Protection Fund, Income-tax, Sales tax, Wealth tax, Service tax, Customs duty, Excise duty and other material statutory dues have generally been regularly deposited during the period by the Company with the appropriate authorities, though there are slight delays in few cases.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Investor Education and Protection Fund, Income tax, Sales tax, Wealth tax, Service tax, Customs duty, Excise duty and other material statutory dues were in arrears as at 31 March 2013 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of Sales tax, Wealth tax and Cess which have not been deposited with the appropriate authorities on account of any disputes.

According to the information and explanations given to us, the following statutory dues have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of the Dues	Demand (₹ in lakhs)	Amount not deposited on account of demand (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
The Finance Act, 1994	Penalty	2	2	2002	Commissioner of Central Excise and Service Tax Appellate Tribunal
	Service tax	3	2	Apr-08 to Sep-08	CERA
	Service tax	1,043	1,043	2004-05 to 2009-10	Commissioner of Service tax, Chennai
	Service tax	90	73	2004-2009	Deputy Commissioner of Service tax, Raigad district
The Customs Act, 1962	Custom Duty	181	181	2004	Commissioner of Customs
The Income Tax Act,1961	Income Tax	6,729	5,479	A.Y. 2003-04 to 2009-10	Income Tax Appellate Tribunal

(x) The Company does not have any accumulated losses as at the end of the financial year. The Company has not incurred any cash losses in the current year and immediately preceding financial period.

(xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The Company did not have any outstanding dues to any financial institution or debenture holders during the year.

(xii) According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) In our opinion, and according to the information and explanations given to us, the Company is not a chit fund or a nidhi/ mutual benefit fund/ society.

(xiv) According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.

(xv) According to the information and explanations given to us, the terms and conditions on which the Company has given guarantees for loans taken by subsidiaries from banks and others are not prima facie prejudicial to the interests of the Company.

(xvi) In our opinion and according to the information and explanations given to us, the term loans taken by the Company have been applied for the purpose for which they were raised.

(xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we are of the opinion that the funds raised on short term basis have not been used for long term purposes.

(xviii) The Company has not made any preferential allotment of shares during the year to companies/firms/parties covered in the register maintained under Section 301 of the Act.

(xix) The Company did not have any outstanding debentures during the year.

(xx) The Company has not raised any money by public issue during the year.

(xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For B S R & Co.
Chartered Accountants
Firm's Registration No: 101248W

Vijay Bhatt
Partner
Membership No: 036647

For Appan & Lokhandwala Associates
Chartered Accountants
Firm's Registration No: 117040W

M.Subramanian
Partner
Membership No: 111106

Place : Mumbai
Date : May 29, 2013

BALANCE SHEET AS AT MARCH 31, 2013

(₹ in Lakhs)

Particulars	Notes	As at March 31, 2013	As at March 31, 2012
EQUITY AND LIABILITIES			
Shareholders funds			
Share capital	4	**2,528**	2,611
Share application money pending allotment (2013 ₹ 8,600; Previous period Rs Nil)	45	**-**	-
Reserves and surplus	5	**114,986**	111,402
		117,514	114,013
Non-current liabilities			
Long-term borrowings	6	**20,829**	37,884
Deferred tax liabilites (net)	7	**9,756**	8,483
Other long term liabilities	8	**205**	257
Long-term provisions	9	**333**	244
		31,123	46,868
Current liabilities			
Short-term borrowings	10	**3,832**	6,708
Trade payables	11	**8,515**	7,982
Other current liabilities	12	**35,436**	19,276
Short-term provisions	9	**3,333**	1,869
		51,116	35,835
TOTAL		**199,753**	196,716
ASSETS			
Non-current assets			
Fixed assets			
Tangible fixed assets	13	**98,016**	96,166
Intangible fixed assets	14	**306**	269
Capital work-in-progress	13	**1,128**	4,191
Intangible fixed assets under development	14	**155**	132
		99,605	100,758
Non-current investments	15	**39,961**	35,918
Long-term loans and advances	16	**23,435**	20,313
Other non-current assets	17	**215**	228
		163,216	157,217
Current assets			
Current investments	18	**9,015**	3,832
Inventories	19	**897**	1,104
Trade receivables	20	**14,963**	13,132
Cash and bank balances	21	**960**	512
Short-term loans and advances	22	**5,612**	14,002
Other current assets	17	**5,090**	6,917
		36,537	39,499
TOTAL		**199,753**	196,716
Significant accounting policies	2,3		
Notes to the financial statements	4-51		

The notes referred to above form an integral part of the financial statements.
As per our report of even date attached.

For B S R & Co.
Chartered Accountants
Firm Registration No: 101248W

For Appan & Lokhandwala Associates
Chartered Accountants
Firm Registration No: 117040W

For and on behalf of Board of Directors

Shashi Kiran Shetty
Chairman and Managing Director

Keki Elavia
Director

Vijay Bhatt
Partner
Membership No: 036647

M.Subramanian
Partner
Membership No: 111106

Jatin Chokshi
Chief Financial Officer

Shailesh Dholakia
Company Secretary

Place : Mumbai
Date : May 29, 2013

Place : Mumbai
Date : May 29, 2013

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2013

(₹ in Lakhs)

Particulars	Notes	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Revenue from operations			
Sale of services	23	**101,112**	107,814
Other operating revenues	23	**752**	1,688
		101,864	109,502
Other income	24	**6,369**	3,655
Total revenue		**108,233**	113,157
Expenses			
Cost of services rendered	25	**63,766**	59,697
Employee benefits expense	26	**7,673**	8,146
Finance costs	27	**2,673**	5,055
Depreciation and amortization	28	**11,676**	8,904
Other expenses	29	**9,617**	9,309
Total expenses		**95,405**	91,111
Profit before tax		**12,828**	22,046
Tax expenses:			
(a) Current tax		**3,108**	4,552
Less: MAT credit entitlement		**(3,108)**	(4,552)
		-	-
(b) Deferred tax		**1,273**	3,640
Profit for the year/ period		**11,555**	18,406
Earnings per share of face value of ₹ 2 each (₹)	30		
Basic		**9.0**	14.1
Diluted		**9.0**	14.1
Significant accounting policies	2,3		
Notes to the financial statements	4-51		

The notes referred to above form an integral part of the financial statements.
As per our report of even date attached.

For B S R & Co.
Chartered Accountants
Firm Registration No: 101248W

For Appan & Lokhandwala Associates
Chartered Accountants
Firm Registration No: 117040W

For and on behalf of Board of Directors

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Chairman and
Managing Director

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Director

Vijay Bhatt
Partner
Membership No: 036647

M.Subramanian
Partner
Membership No: 111106

Jatin Chokshi
Chief Financial Officer

Shailesh Dholakia
Company Secretary

Place : Mumbai
Date : May 29, 2013

Place : Mumbai
Date : May 29, 2013

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

(₹ in Lakhs)

Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
A. Cash flow from operating activities		
Profit before taxation	**12,828**	22,049
Adjustment for:		
Depreciation / amortisation on fixed assets/investment property	**11,676**	8,904
Gain on cancellation/settlement of derivatives	**(4,434)**	-
Provision for doubtful debts	**2,477**	643
Interest expense	**2,673**	5,055
Interest income	**(390)**	(1,443)
Dividend income	**(13)**	(13)
Profit on sale of fixed assets	**(363)**	(124)
Rental income	**(225)**	(78)
Profit on sale of current investments (net)	**(791)**	(812)
Profit on sale of trade investments (net)	**(20)**	-
Unrealised foreign exchange loss (net)	**21**	750
Expense written back on lapse of employee stock options	**(34)**	-
Operating profit before working capital changes	**23,405**	34,931
Adjustment for:		
(Increase) in trade receivables	**(4,315)**	(4,181)
Decrease in loans and advances	**1,990**	1,320
(Increase)/decrease in inventories	**207**	(471)
(Increase)/decrease in Unbilled revenue	**810**	(3,321)
Increase in current liabilities	**3,932**	2,480
Increase in provisions for retirement benefits	**9**	187
Cash generated from operating activities	**26,038**	30,945
Taxes paid (net of refunds)	**(3,027)**	(4,784)
Net cash flow generated from operating activities (A)	**23,011**	26,161
B. Cash flow from investing activities		
Purchase of fixed assets	**(6,838)**	(40,620)
Proceeds from sale of trade investments	**4,817**	-
Purchase of preference shares of subsidiaries	**(3,370)**	(8,382)
Acquisition of investment property	**(13)**	-
Share application money paid	**(1,540)**	(2,325)
Refund of share application money	**785**	-
Proceeds from sale of fixed assets	**426**	1,426
(Purchase)/proceeds from sale of current investments (net)	**(4,392)**	4,588
Inter-Company deposits given	**(1,500)**	(7,000)
Inter-Company deposits realised	**1,518**	8,300
Rent received	**225**	78
Redemption/maturity of bank deposits (having original maturity of more than three months)	**131**	6
Bank deposits placed (having original maturity of more than three months)	**(12)**	(21)
Dividend received	**13**	13
Advances/ loans given to subsidiaries	**(2,925)**	(13,731)
Repayment of advances/ loans from subsidiaries	**7,482**	12,478
Interest income	**507**	1,344
Net cash flows used in investing activities (B)	**(4,686)**	(43,846)

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

(₹ in Lakhs)

Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
C. Cash flow from financing activities		
Proceeds from long term borrowings	**3,923**	36,878
Repayment of long term borrowings	**(11,352)**	(10,361)
Repayment of short term borrowings from banks(net)	**(2,599)**	-
Issue of equity shares {₹ Nil (Previous period: ₹ 34,950)}	**-**	-
Buyback of equity shares of the Company	**(5,817)**	-
Share issue expenses	**-**	(20)
Share application money pending allotment {(₹ 8,600) (Previous period: ₹ Nil)}	**-**	-
Overdraft taken (net)	**(379)**	382
Bills of exchange (net)	**102**	-
Interest paid	**(3,896)**	(4,600)
Realisation/settlement of derivatives	**3,007**	
Dividend and dividend distribution tax paid	**(744)**	(5,309)
Net cash flow (used in)/ from financing activities (C)	**(17,755)**	16,970
Net increase / (decrease) in cash and cash equivalent (A+B+C)	**570**	(715)
Opening balance of cash and cash equivalents (refer note 2 below)	**288**	1,003
Closing balance of cash and cash equivalents (refer note 2 below)	**858**	288
	570	715

Notes:

1) The above Cash flow statement has been prepared under the indirect method set out in Accounting Standard-3, Cash Flow Statement prescribed in the Companies (Accounting Standard) Rules, 2006.

2) Cash and cash equivalents at year end comprises:

Cash on hand	**18**	25
Balances with scheduled banks		
- current accounts	**511**	249
- fixed deposit accounts	**-**	-
- exchange earner's foreign currency account	**327**	12
- dividend account	**2**	2
	858	288

3) In the current year,the Company has adjusted loans and advances amounting to ₹ 1,513 lakhs and ₹ 100 lakhs outstanding from Contech Transport Services Private Limited and Hindustan Cargo Limited respectively by subscribing to 15,130 and 2,500 10% Redeemable, Non cumulative, Non convertible Preference shares of the respective subsidiaries.

During the previous period, the Company has adjusted loans and advances amounting to ₹ 2,220 lakhs, ₹ 3,697 lakhs and ₹ 3,736 lakhs outstanding from Hindustan Cargo Limited, Allcargo Shipping Co. Private Limited and AGL Warehousing Private Limited respectively, by subscribing to 147,975, 73,390 and 149,420 1% Redeemable, Non Cumulative, Non Convertible Preference shares of the respective subsidiaries.

These amounts have not been considered in the above cash flow statement

As per our report of even date attached.

For B S R & Co.
Chartered Accountants
Firm Registration No: 101248W

For Appan & Lokhandwala Associates
Chartered Accountants
Firm Registration No: 117040W

For and on behalf of Board of Directors

Shashi Kiran Shetty
Chairman and
Managing Director

Keki Elavia
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Partner
Membership No: 036647

M.Subramanian
Partner
Membership No: 111106

Jatin Chokshi
Chief Financial Officer

Shailesh Dholakia
Company Secretary

Place : Mumbai
Date : May 29, 2013

Place : Mumbai
Date : May 29, 2013

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31MARCH 2013

1. Company overview

Allcargo Logistics Limited('the Company') was incorporated on 18 August 1993 and is a leading multinational company engaged in providing integrated logistics solutions and offers specialised logistics services across Multimodal Transport Operations, Inland Container Depot, Container Freight Station Operations, Third Party Logistics Operations and Project and Engineering Solutions. The Company is listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

2. Significant accounting policies

The accounting policies set out below have been applied consistently to the periods presented in these financial statements except as explained in the note 3 on changes in accounting policies.

2.1 Basis of preparation of financial statements

The financial statements are prepared and presented under the historical cost convention, on the accrual basis of accounting and in accordance with the provisions of the Companies Act, 1956 ('the Act'), and the accounting principles generally accepted in India and comply with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government, in consultation with the National Advisory Committee on Accounting Standards, to the extent applicable. The financial statements are presented in Indian rupees rounded off to the nearest lakhs.

This is the first year of application of the revised Schedule VI to the Companies Act, 1956 for the preparation of the financial statements of the Company. The revised Schedule VI introduces some significant conceptual changes as well as new disclosures. These include classification of all assets and liabilities into current and non-current. The previous period figures have also undergone a major reclassification to comply with the requirements of the revised Schedule VI.

Current / Non-current classification

The Revised Schedule VI to the Act requires assets and liabilities to be classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

(a) it is expected to be realised in, or is intended for sale or consumption in, the entity's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is expected to be realised within twelve months after the balance sheet date; or

(d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date.

Current assets include the current portion of non-current financial asstes.All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

(a) it is expected to be settled in the entity's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is due to be settled within twelve months after the balance sheet date; or

(d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date. Terms of a liability that could, at the option of the counterpart, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Operating cycle

Based on the nature of services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/non current classification of assets and liabilities.

2.2 Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles in India requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Management believes that the estimates made in the preparation of the financial statements are prudent and reasonable. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

2.3 Fixed assets and depreciation/amortization

Fixed assets are stated at cost less accumulated depreciation / amortization and impairment losses, if any. Cost comprises of purchase price and any attributable cost such as duties, freight, borrowing costs, erection and commissioning expenses incurred in bringing the asset to its working condition for its intended use.

Until March 31, 2012, in respect of accounting period commencing on or after 07 December 2006 and ending on or before March 31, 2011, further extended to period ending on or before March 31, 2012 and subsequently extended till period ending on or before March 31, 2020, consequent to the insertion of paragraph 46 of AS-11 'The Effects of Changes in Foreign Exchange Rates', notified under the Companies (Accounting Standards) Rules, 2006, (as more fully explained in note 2.13), the cost of depreciable capital assets includes foreign exchange differences arising on translation of long term foreign currency monetary items as at the balance sheet date in so far as they relate to the acquisition of such assets.

Further, with effect from April 01, 2012, pursuant to the notification dated 29 December, 2011, issued by the Ministry of Corporate Affairs inserting the paragraph 46A of the AS 11 'The Effects of Changes in Foreign Exchange Rates', notified under the Companies (Accounting Standards) Rules, 2006, the Company opted to record, from the current year foreign exchange transaction for all long term monetary liabilities, as per paragraph 46 A of AS -11 (Refer Note 3).

Depreciation on fixed assets (including investment property) except leasehold improvements is provided on straight line method in the manner and rates prescribed in Schedule XIV to the Act. Depreciation is charged on a pro-rata basis for assets purchased / sold during the year.

Assets costing less than ₹ 5,000 are fully depreciated in the year of acquisition.

Leasehold improvements are amortized over the primary period of lease.

Capital work-in-progress includes the cost of fixed assets that are not ready to use at the balance sheet date and advances paid to acquire fixed assets on or before the balance sheet date.

2.4 Intangible assets and amortization

Intangible assets comprises of computer software and are recognised when the asset is identifiable, is within the control of the Company, it is probable that the future economic benefits that are attributable to the asset will flow to the Company and cost of the asset can be reliably measured. Acquired intangible assets are recorded at the consideration paid for acquisition. Intangible assets are amortized on a straight-line basis over six years, which in management's estimate represents the period during which economic benefits will be derived from their use.

2.5 Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss . If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

2.6 Investments

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long- term investments. However, part of long term investments which is expected to be realised within 12 months after the reporting date is also presented under ' current assets' as "current portion of long term investment" in consonance with the current/ non-current classification scheme of revised Schedule VI.

Long term investments (including current portion thereof) are carried at cost less any other-than-temporary diminution in value, determined separately for each individual investment.

Current investments are carried at lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments. Any reduction in the carrying amount and any reversals of such reductions are charged or credited to the statement of profit and loss.

2.7 Investment Property

Investment in land or buildings that are not intended to be occupied substantially for use by, or in operations of the company or held for rental purpose is classified as investment property. It is measured at cost on initial recognition. Cost includes expenditure that is directly attributable to the acquisition or construction of the investment property. Any gain or loss on disposal of an investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the property) is recognized in statement of profit and loss.

2.8 Inventories

Inventories of Stores and Spares are valued at cost or net realisable value whichever is lower. The cost is determined on first in first out basis and includes all charges incurred for bringing the inventories to their present condition and location.

2.9 Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed beyond reasonable time due to other than temporary interruption. All other borrowing costs are charged to the statement of profit and loss as incurred.

2.10 Employee benefits

(a) Short term employee benefits

Employee benefits payable wholly within twelve months of availing employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short term employee benefits such as salaries and wages, bonus and ex-gratia to be paid in exchange of employee services are recognised in the period in which the employee renders the related service.

(b) Post employment benefits

Defined contribution plans:

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The company makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation ('ESIC'). The Company's contribution is recognised as an expense in the statement of profit and loss during the period in which employee renders the related service.

Defined benefit plan:

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

When the calculation results in a benefit to the Company, the recognized asset is limited to the net total of any unrecognized actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

Actuarial gains and losses are recognized immediately in the statement of profit and loss.

(c) Other long term employment benefits

Compensated absences:

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date as determined by an independent actuary based on projected unit credit method. The discount rates used for determining the present value of the obligation under other long term employment benefits plan, are based on the market yields on Government securities as at the balance sheet date.

2.11 Employee's Stock Options Plan

In respect of stock options granted pursuant to the Company's Employee Stock Option Scheme ('ESOS'), the intrinsic value of the options (excess of market price of the share over the exercise price of the option) is treated as discount and accounted as employee compensation cost over the vesting period in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

2.12 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Multimodal Transport Income:

Export revenue is recognised on sailing of vessel and import revenue is recognised upon rendering of related services.

Container freight station Income:

Income from Container Handling is recognized as related services are performed.

Income from Ground Rent is recognized for the period the container is lying in the Container Freight Station. However, in case of long standing containers, the Income is accounted on accrual basis to the extent of its recoverability.

Third Party Logistics Income:

Third Party Logistics service charges and management fees are recognised as and when the service is performed as per the contractual terms.

Project and equipment income:

Revenue for project division includes rendering of end to end logistics services comprising of activities related to consolidation of cargo, transportation, freight forwarding and customs clearance services. Income from Project division is recognised when the outcome of the service contract can be estimated reliably; contract revenue and costs are recognised as income and expense when the related activities are performed, measured by reference of the contract activity at the reporting date. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Equipment division earns revenue from hiring of cranes , trailers and other fleets. Income from transportation of goods is recognized on completion of the delivery of goods/containers. Income from hiring of fleets is recognized on the basis of actual usage of the Company's fleets, per the contractual terms.

Others:

Reimbursement of cost is netted off with the relevant expenses incurred, since the same are incurred on behalf of the customers.

Interest in come is recognized on time proportion basis.

Dividend income is recognized when the right to receive dividend is established.

Profit/loss on sale of current investments is computed with reference to their average cost.

2.13 Taxation

Income tax expense comprises current income tax and deferred tax charge or credit.

Current tax provision is made annually based on the tax liability computed in accordance with the provisions of the Income Tax Act, 1961.

The deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period) and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however; where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

Minimum Alternative Tax (MAT) credit is recognized as an asset in accordance with the recommendations contained in the Guidance Note issued by the Institute of Chartered Accountants of India. The said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

2.14 Foreign currency transactions

Foreign currency transactions are recorded at the spot rates on the date of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the profit and loss account of the year.

The Central Government has vide its notification dated 31 March 2009 amended AS 11, 'The Effects of Changes in Foreign Exchange Rates', notified under the Companies (Accounting Standards) Rules, 2006, to the extent it relates to the recognition of losses or gains arising on restatement of long-term foreign currency monetary items in respect of accounting periods commencing on or after 07 December 2006 and ending on or before 31 March 2011. This notification has being further extended to period ending on or before March 31, 2012 and subsequently extended till period ending on or before March 31, 2020.

As stipulated in the notification, the Company has exercised the option to adopt the following policy irrevocably and retrospectively for accounting periods commencing from April 01, 2007.

Further, with effect from April 01, 2012, pursuant to the notification dated 29 December 2011, issued by the Ministry of Corporate Affairs inserting the paragraph 46A of the AS 11 'The Effects of Changes in Foreign Exchange Rates', notified under the Companies (Accounting Standards) Rules, 2006, the Company opted to record, from the current period foreign exchange transaction for all long term monetary liabilities, as per paragraph 46 A of AS -11.

Long term monetary assets and liabilities, other than those which form part of the Company's net investment in non-integral foreign operations, denominated in foreign currency as at the balance sheet date are translated at the exchange rate prevailing on the balance sheet date and the net exchange gain / loss on such conversion, if any, is:

a) adjusted to the cost of the asset, where the long-term foreign currency monetary items relate to the acquisition of a depreciable capital asset (whether purchased within or outside India), and depreciated over the balance life of the assets and;

b) accumulated in 'Foreign Currency Monetary Item Translation Difference Account' (FCMITDA) and amortised over the balance period of long-term monetary asset / under (a) above.

Other monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognized in the profit and loss account. Non-monetary asset such as investments in equity shares, etc. are carried forward in the balance sheet at costs.

2.15 Operating lease

Lease rentals in respect of assets acquired on operating leases are recognised in the statement of profit and loss on a straight line basis over the lease term.

Assets given by the Company under operating lease are included in fixed assets. Lease income from operating leases is recognised in the statement of profit and loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern in which benefit derived from the leased asset is diminished. Costs, including depreciation, incurred in earning the lease income are recognised as expenses. Initial direct costs incurred specifically for an operating lease are deferred and recognised in the statement of profit and loss over the lease term in proportion to the recognition of lease income.

2.16 Earnings per share (EPS)

The Basic EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting year. Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

2.17 Provisions and contingent liabilities

The Company creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognised in the financial statements.

3. Changes in accounting policies

Exchange differences on long term foreign currency monetary items

Pursuant to the notification dated 29 December 2011, issued by the Ministry of Corporate Affairs inserting the paragraph 46A of the AS 11 'The Effects of Changes in Foreign Exchange Rates', notified under the Companies (Accounting Standards) Rules, 2006, the Company opted to record, from the current period foreign exchange transaction for all long term monetary liabilities, as per paragraph 46 A of AS -11. As a result, exchange difference on long term monetary liabilities arising subsequent to April 01, 2011 is restated as per paragraph 46A.

The change has resulted in increase of depreciation of ₹ 91 lakhs, reduction in the finance charge of ₹ 820 lakhs and increase in profit after tax of ₹ 747 lakhs for the year ended March 31, 2013.

The above adjustment includes interest reversal of ₹ 820 lakhs and incremental depreciation of ₹ 28 lakhs for the period ended March 31, 2012.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

4 Share capital

(₹ in Lakhs)

	As at March 31, 2013	As at March 31, 2012
Authorised capital:		
175,000,000 (previous period: 175,000,000) equity shares of ₹ 2 each		
	3,500	3,500
Issued, subscribed and paid up:		
126,410,873 (previous period: 130,547,322) equity shares of ₹ 2 each, fully paid-up	**2,528**	2,611

Sub-notes :

i) Reconciliation of the number of equity shares outstanding at the beginning and at the year end is set as below:

Equity shares	As at March 31, 2013		As at March 31, 2012	
	Number of shares (Units)	Amount ₹ in lakhs	Number of shares (Units)	Amount ₹ in lakhs
At the commencement of the year	**130,547,322**	**2,611**	130,516,968	2,610
Add: Equity shares issued on exercise of employee stock options (previous period includes 3,604 equity shares alloted as bonus shares by capitalisation of securities premium account)		**-**	30,354	1
Less:Equity shares cancelled on buyback (refer note 48)	**(4,136,449)**	**(83)**	-	-
At the end of the year	**126,410,873**	**2,528**	130,547,322	2,611

ii) Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets. The equity shares are entitled to receive dividend as declared from time to time . During the year ended March 31, 2013, the Company has proposed final dividend of ₹ 1.50 per equity share (2012: dividend of ₹ 1.50 per equity share including interim dividend of Re.1.00 per equity share).The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company,remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

Employee stock options

Terms attached to stock options granted to employees are described in note 45 regarding employee share based payments.

iii) Particulars of shareholders holding more than 5% of a class of shares

Name of equity shareholder	As at March 31, 2013		As at March 31, 2012	
	Number	% of total shares in the class	Number	% of total shares in the class
Equity shares of ₹ 2 each fully paid-up held by-				
- Mr. Shashi Kiran Shetty	**81,623,390**	**64.57**	81,623,390	62.52

iv) Shares reserved for issue under options and contracts/ commitments for sale of shares/disinvestment

	As at March 31, 2013		As at March 31, 2012	
	Number	Amount (₹ in lakhs)	Number	Amount (₹ in lakhs)
Under Allcargo Employee Stock Option plan 2006 (at an exercise price of ₹ 2 per equity share) (2013: ₹ 60,000)	**30,000**	**-**	57,055	1

v) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date :

During the five-year period ended March 31, 2013 (March 31, 2012)

(i) 19,767 (previous period: 19,767) equity shares of ₹ 2 each , fully paid up have been alloted as bonus shares by capitalisation of general reserve and securities premium account.

(ii) 91,850 (previous period:91,850) equity shares of ₹ 2 each under Employee Stock Option Plans for which only exercise price has been recovered in cash.

(iii) During the year, the Company has bought back and extinguished 4,136,449 equity shares at an average price of ₹139.69 per equity share for an aggregate amount of ₹ 5,817 lakhs (Refer note 48).

5 Reserves and surplus

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
Securities premium account		
At the commencement of the year	**54,192**	54,176
Add : Securities premium received on shares issued on employee stock options exercised during the year	**-**	36
Less: Premium paid on buy back of equity shares	**5,734**	-
Less: Capitalisation on issue of bonus shares issued during the period (2013 ₹ Nil ; previous period ₹ 7,208)	**-**	-
Less: share issue expenses	**-**	20
At the end of the year	**48,458**	54,192
Employee stock options outstanding account		
At the commencement of the year	**87**	123
Less: Employee stock option exercised during the year	**-**	36
Less: Employee stock option lapsed during the year	**34**	-
	53	87
General reserve		
At the commencement of the year	**10,904**	9,054
Add : Amount transferred from surplus	**1,156**	1,850
At the end of the year	**12,060**	10,904
Capital Redemption Reserve		
At the commencement of the year	**-**	-
Add : Amount transferred from Profit and loss on buyback of equity shares	**83**	-
At the end of the year	**83**	-
Surplus in statement of Profit and loss		
At the commencement of the year	**46,219**	31,939
Add : Profit for the year/ period	**11,555**	18,406
	57,774	50,345
Less : Appropriations		
- Proposed equity dividend [₹.1.5 per share (previous period: Re 0.50)] per equity share of ₹ 2 each*	**1,883**	653
- Tax on proposed equity dividend *	**320**	106
- Transfer to general reserve	**1,156**	1,850
- Interim equity dividend	**-**	1,305
- Tax on interim equity dividend	**-**	212
- Transferred to capital redemption reserve on buy back of equity shares	**83**	-
Total appropriations	**3,442**	4,126
Net surplus in statement of Profit and loss	**54,332**	46,219
Total reserves and surplus	**114,986**	111,402

* Proposed equity dividend and tax on proposed dividend are net of reversal of excess provision of previous period pertaining to equity shares bought back before the record date of dividend, aggregating to ₹ 13 lakhs and ₹ 2 lakhs respectively.

6 Long term borrowings

(₹ in Lakhs)

Particulars	Non-current portion		Current portion *	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
Term loans (secured)				
From banks	**-**	-	**-**	1,668
From financial institutions and others	**-**	-	**-**	1
Buyers' credit	**17,666**	35,595	**21,031**	8,486
Vehicle finance loans	**3,163**	2,289	**1,469**	1,152
	20,829	37,884	**22,500**	11,307

* Amount disclosed under 'other current liabilities' - refer note 12

(A) Nature of the security

(i) Buyer's credit is secured against equipments financed by the Bank.

(ii) Vehicle finance loans are secured against vehicle financed by the Bank.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(B) Repayment schedule of Long-term borrowings **(₹ in Lakhs)**

(i) Buyers Credit

Rate of Interest	Repayment Schedule
	2014-15
1-5%	6,446
5-10%	11,219

(ii) Vehicle Finance Rupee Loan

Rate of Interest	Repayment Schedule		
	2014-15	2015-16	2016-17
8.66%	3	2	-
8.75%	137	68	-
9.43%	250	250	-
9.50%	301	332	217
10.00%	234	257	88
10.15%	64	70	19
10.20%	46	8	-
10.25%	13	14	3
10.50%	133	125	2
10.56%	250	50	-
11.24%	65	24	-
11.53%	92	46	-

The vehicle loan has to be repaid based on monthly installment during the period from April 01, 2014 to January 05, 2017 and the Buyers Credit are paid based on the Contractual terms, starting April 02, 2014 to March 17, 2015.

7 Deferred tax liability (net)

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
Deferred tax liability		
Excess of depreciation/ amortisation on fixed assets under income-tax law over depreciation/ amortisation provided in accounts	**11,212**	9,114
	11,212	9,114
Deferred tax assets		
Provision for employee benefits	**159**	109
Preliminary expenses under section 35D/35DD of the Income tax act.	**91**	170
Provision for doubtful trade receivables	**1,206**	352
	1,456	631
Deferred tax liability (net)	**9,756**	8,483

8 Other long-term liabilites

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
Others		
Security deposit received	**143**	101
Advance received from customers	**62**	156
	205	257

9 Provisions

(₹ in Lakhs)

Particulars	Long-term		Short-term	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
Provision for employee benefits				
Gratuity (refer note 35)	**-**	-	**-**	112
Compensated absences (refer note 35)	**333**	244	**134**	92
	333	244	**134**	204
Other provisions				
Proposed equity dividend	**-**	-	**1,896**	653
Tax on proposed equity dividend	**-**	-	**322**	106
Provision for current tax {net of advance tax amounting to ₹ 5,879 lakhs (previous period ₹ 4,520 lakhs)}	**-**	-	**981**	906
	-	-	**3,199**	1,665
	333	244	**3,333**	1,869

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

10 Short-term borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
Loans repayable on demand		
Bank Overdraft (secured)	**3**	382
Other loans and advances (unsecured)		
Foreign currency term loan	**-**	2,599
Rupee term loan	**3,500**	3,500
Bills discounting	**329**	227
	3,832	6,708

Notes

(a) Bank Overdraft facilities from bank carry interest ranging from 10-13% p.a. computed on a monthly basis on the actual amount utilised, and are repayable on demand. These are secured against immovable property situated in Mumbai, pari pasu charge on present and future movable assets, inventories and book debts.

(b) Foreign currency term loan carry interest @11.25% p.a. and was repaid on 5 March 2013.

(c) Rupee Term loan represents working capital loan carry interest @ ₹ 12% p.a. and is repayable on April 16, 2013.

(d) Bills discounting facilities carry interest ranging from 12-14% p.a.

11 Trade payables

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
Due to micro and small suppliers (refer note 32)	**7**	5
Others	**8,508**	7,977
	8,515	7,982

12 Other current liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
Current maturities of long-term borrowings (Refer note 6)	**22,500**	11,307
Interest accrued but not due on borrowings	**403**	806
Forward cover premium payable	**-**	185
Advance received from customers	**4,731**	936
Security deposits	**90**	61
Capital creditors	**3,268**	3,244
{includes amount due to micro and small supplier ₹ 25 lakhs (previous period ₹ Nil) refer note 32 }		
Income billed in advance	**6**	23
Amount liable to be deposited to investor education and protection fund but not yet due for deposits		
- Unpaid dividend	**2**	2
Statutory dues payable		
Service tax payable	**52**	97
TDS payable	**173**	213
VAT/WCT payable	**12**	18
ESIC payable	**1**	-
Professional tax payable	**1**	1
Provident fund payable	**46**	2
Employee benefits payable	**283**	198
Director commission payable	**827**	955
Advance against sale of fixed assets	**91**	543
Advance against sale of investments `	**2,333**	-
Purchase consideration payable	**600**	600
Others	**17**	85
	35,436	19,276

13 Tangible Fixed Assets

(₹ in Lakhs)

Description	Freehold Land	Leasehold Land	Building	Leasehold improvements	Plant and machinery	Heavy equipments	Other vehicles	Computers	Office equipment	Furniture & fixtures	Total
Gross Block											
Balance as at January 01, 2011	2,609	5,514	9,717	-	1,542	53,367	281	1,053	297	1,138	75,518
Additions	2,919	-	4,457	111	517	31,662	118	145	14	746	40,689
Deduction	(35)	-	(6)	-	(86)	(1,857)	(33)	(227)	-	(61)	(2,305)
Other adjustments											
Exchange difference	-	-	-	-	-	3,396	-	-	-	-	3,396
Balance as at March 31, 2012	5,493	5,514	14,168	111	1,973	86,568	366	971	311	1,823	117,298
Balance as at April 01, 2012	5,493	5,514	14,168	111	1,973	86,568	366	971	311	1,823	117,298
Additions	169	438	1,621	28	1,235	6,408	8	169	15	185	10,276
Deduction	-	-	(21)	-	(36)	(872)	(1)	(37)	(2)	(18)	(987)
Other adjustments											
Exchange difference	-	-	-	-	-	3,659	-	-	-	-	3,659
Balance as at March 31, 2013	**5,662**	**5,952**	**15,768**	**139**	**3,172**	**95,763**	**373**	**1,103**	**324**	**1,990**	**130,246**
Depreciation											
Balance as at January 01, 2011	-	508	605	-	377	10,732	70	665	21	348	13,326
Depreciation for the year	-	229	364	1	116	7,760	36	175	-	129	8,810
Deduction	-	-	-	-	(20)	(738)	(12)	(210)	-	(24)	(1,004)
Balance as at March 31, 2012	-	737	969	1	473	17,754	94	630	21	453	21,132
											-
Balance as at April 01, 2012	-	737	969	1	473	17,754	94	630	21	453	21,132
Depreciation for the year	-	195	618	8	142	10,316	35	121	8	127	11,570
Deduction	-	-	(2)	-	(16)	(406)	(1)	(36)	(1)	(10)	(472)
Balance as at March 31, 2013	**-**	**932**	**1,585**	**9**	**599**	**27,664**	**128**	**715**	**28**	**570**	**32,230**
Net block											
As at March 31, 2012	5,493	4,777	13,199	110	1,500	68,814	272	341	290	1,370	96,166
As at 31st March 2013	**5,662**	**5,020**	**14,183**	**130**	**2,573**	**68,099**	**245**	**388**	**296**	**1,420**	**98,016**
Capital work-in-progress											
Balance as at January 01, 2011	-	-	2,518	103	-	735	-	-	-	2	3,358
Additions	-	-	3,962	-	21	30,808	4	1	-	-	34,796
Assets capitalised during the year *	-	-	(4,402)	-	(21)	(29,535)	(4)	-	-	(1)	(33,963)
Balance as at March 31, 2012	-	-	2,078	103	-	2,008	-	1	-	1	4,191
Balance as at April 01, 2012	-	-	2,078	103	-	2,008	-	1	-	1	4,191
Additions	-	-	1,930	-	79	4,699	-	5	28	1	6,742
Assets capitalised during the year *	-	-	(3,029)	-	(41)	(6,705)	-	(2)	(28)		(9,805)
Balance as at March 31, 2013	**-**	**-**	**979**	**103**	**38**	**2**	**-**	**4**	**-**	**2**	**1,128**

* includes cenvat on capital goods

1) Pursuant to the notification dated 29 December 2011, issued by the ministry of Corporate Affairs inserting the paragraph 46A of Accounting Standard 11 ('AS 11') 'The Effects of Changes in Foreign Exchange Rates', the Company opted to record, from the current period foreign exchange transaction for all the long term monetary liabilities, as per paragraph 46A of AS11. As a result, exchange difference on long term monetary liabilities arising subsequent to April 01, 2011 is restated as per the para 46A This change has resulted in increase in depreciation of ₹ 91 lakhs, reduction in the finance charges of ₹ 820 lakhs, and increase in profit after tax of ₹ 746 lakhs for the year ended March 31, 2013. The above adjustment includes interest reversal of ₹ 820 lakhs and incremental of ₹ 28 lakhs for the period ended March 31, 2012.

2) The Company has leased out Cranes and Equipments for a period ranging 6-9 months. The Lease rental income recognised in the statement of profit and loss is ₹ 23,439 lakhs (previous period ₹ 27,768 lakhs). The gross value of the assets leased out is ₹ 82,830 lakhs (previous period : ₹ 81,536 lakhs). Accumulated depreciation of the asset leased out is ₹ 23,916 lakhs (previous period : ₹ 16,485 lakhs). The depreciation recognised in the statement of profit and loss account for the assets leased out during the year is ₹ 9,347 lakhs (previous period ₹ 7,211 lakhs)

14 Intangible fixed assets

(₹ in Lakhs)

Description	Software Packages
Gross Block	
Balance as at January 01, 2011	363
Additions	33
Balance as at March 31, 2012	396
Balance as at April 01, 2012	396
Additions	114
Balance as at March 31, 2013	510
Amortisation	
Balance as at January 01, 2011	68
	-
Amortisation for the period	59
Balance as at March 31, 2012	127
Balance as at April 01, 2012	127
Amortisation for the year	77
Balance as at March 31, 2013	204
Net block	
As at March 31, 2012	269
As at March 31, 2013	306
Intangibles assets under development	
Balance as at January 01, 2011	3
Deduction	-
Additions	129
Assets capitalised during the year	-
Balance as at March 31, 2012	132
Balance as at April 01, 2012	132
Additions	151
Assets capitalised during the year	(128)
Balance as at March 31, 2013	155

15 Non-current investments

(valued at cost unless stated otherwise)

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
(A) Trade investments		
Trade investments : quoted		
Investment in equity instruments (fully paid-up)		
Nil (previous period: 10,000) Equity Shares of Qpro Infotech Limited of ₹ 10 each	**-**	1
Nil (previous period: 2,500) Equity Shares of Allsoft Corporation Limited of ₹ 10 each	**-**	1
	-	2
Trade investments : unquoted		
Investment in equity instruments of wholly owned subsidiaries (fully paid-up)		
100,000 (previous period: 100,000) Equity shares of Contech Transport Services Private Limited of ₹ 10 each	**22**	22
11,500 (previous period: 11,500) Equity Shares of Allcargo Belgium N.V of Euro 1,000 each	**6,848**	6,848

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

15 Non-current investments (Contd...)

(valued at cost unless stated otherwise)

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
250,000 (previous period: 250,000) Equity Shares of Hindustan Cargo Limited of ₹ 10 each	**891**	891
10,000 (previous period: 10,000) Equity shares of Ecu Line (India) Private Limited of ₹ 10 each	**1**	1
20,131 (previous period: 20,131) Ordinary shares of Asia Line Limited of Euro 100 each	**1,321**	1,321
10,000 (previous period:10,000) Equity shares of Allcargo Shipping Co.Private Limited of ₹ 10 each	**1**	1
10,000 (previous period: 10,000) Equity shares of Southern Terminal and Trading Private Limited of ₹ 10 each	**1**	1
10,000 (previous period: 10,000) Equity shares of AGL Warehousing Private Limited of ₹ 10 each	**1**	1
200,000 (previous period: 200,000) Equity shares of MHTC Logistics Private Limited of ₹ 10 each	**3,430**	3,430
Investment in equity instruments of subsidiaries (fully paid-up)		
3,327,750 (previous period: 3,327,750) Equity shares of South Asia Terminals Private Limited of ₹ 10 each	**333**	333
3,867,840 (previous period: 3,867,840) Equity shares of Allcargo Logistics Park Private Limited of ₹ 10 each	**387**	387
8,400 (previous period: 8,400) Equity shares of Transindia Logistic Park Private Limited of ₹ 10 each	**5,552**	5,552
Investment in equity instruments of associates (fully paid-up)		
90 (previous period: 90) Ordinary shares of Transworld Logistics and Shipping Services Inc. of USD 500 each	**11**	11
2,430,900 (previous period : Nil) equity shares of Sealand Warehousing Private Limited of ₹ 10 each (refer note 43)	**243**	-
26,000 (previous period : Nil) equity shares of Gujarat Integrated Maritime Complex Private Limited of ₹ 10 each (refer note 43)	**3,062**	-
Investment in equity instruments of joint ventures (fully paid-up)		
Nil (previous period: 4,674,807) equity shares of Sealand Warehousing Private Limited of ₹ 10 each (refer note 43)	**-**	467
Nil (previous period: 45,000) equity shares of Gujarat Integrated Maritime Complex Private Limited of ₹ 10 each (refer note 43)	**-**	5,300
Investment in equity instruments of companies (fully paid-up)		
10 (previous period:10) Equity shares of Alltrans Port Management Private Limited of ₹ 100 each- ₹ 1,000 (previous period: ₹ 1,000)	**-**	-
21,800 (previous period: 21,800) Equity shares of Transnepal Freight Services Private Limited of ₹ 100 each (Nepal Rupees)	**14**	14
Investment in preference shares of wholly owned subsidiaries (fully paid-up)		
147,975 (previous period: 147,975) 1% redeemable, non cumulative, non convertible preference shares of Hindustan Cargo Limited of ₹ 100 each	**2,220**	2,220
73,930 (previous period: 73,930) 1% redeemable, non cumulative, non convertible preference shares of Allcargo Shipping Co. Private Limited of ₹ 100 each	**3,697**	3,697
149,420 (previous period: 149,420) 1% redeemable, non cumulative, non convertible preference shares of AGL Warehousing Private Limited of ₹ 100 each	**3,736**	3,736
2,500 (previous period : Nil) 10% Redeemable, Non cumulative, Non convertible Preference shares of Hindustan Cargo Limited of ₹ 100 each	**100**	-
33,700 (previous period: Nil) 10% redeemable, non cumulative, non convertible preference shares of Allcargo Shipping Co. Private Limited of ₹ 100 each	**3,370**	-
15,130 (previous period: Nil) 10% Redeemable, Non cumulative, Non convertible Preference shares of Contech Transport Services Private Limited of ₹ 100 each	**1,513**	-
2,330 (previous period: Nil) 10% Redeemable, Non cumulative, Non convertible Preference shares of Transindia Logistics Park Private Limited of ₹ 100 each	**1,540**	-
	38,294	34,233

15 Non-current investments (Contd...)

(valued at cost unless stated otherwise) (₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
(B) Other non-current investments		
Investment property (at cost less accumulated depreciation)		
Cost	**1,743**	1,730
Less: Accumulated depreciation	**76**	47
Net book value	**1,667**	1,683
	39,961	35,918
Quoted non-current investments		
Aggregate book value	**-**	2
Aggregate market value	**-**	-
Aggregate book value of unquoted non-current investments	**39,961**	35,916
Aggregate provision for dimunition in value of non-current investments	**-**	-

16 Long-term loans and advances

(₹ in Lakhs)

Particulars		Non-current portion		Current portion	
		As at March 31, 2013	As at March 31, 2012	As at March 31, 2013	As at March 31, 2012
To parties other than related parties					
Capital advances		**3,998**	4,530	**-**	-
(Unsecured and considered good)					
	A	**3,998**	4,530	**-**	-
Security deposits					
(Unsecured)					
Considered good		**189**	220	**134**	55
Considered doubtful		**25**	25	**-**	-
Less: Provision for doubtful deposits		**(25)**	(25)	**-**	-
Other advances (Unsecured and considered good)		**200**	-	**-**	-
	B	**389**	220	**134**	55
Other loans and advances					
(Secured and considered good)					
Loans to employees		**6**	1	**8**	38
(Unsecured and considered good)					
Inter corporate deposits		**-**	-	**1,682**	1,700
Balance with customs and ports		**6**	3	**124**	74
Prepaid expenses		**20**	-	**435**	463
CENVAT credit receivable			-	**505**	1,547
Advance tax recoverable (net of provisions of ₹ 3,835 lakhs (previous period: ₹ 3,835 lakhs)		**2,978**	2,984		-
MAT credit entitlement		**12,786**	9,678		-
Other advances		**23**	21	**66**	153
	C	**15,819**	12,687	**2,820**	3,975
	D=A+B+C	**20,206**	17,437	**2,954**	4,030
To related parties					
(Secured and considered good)					
Security deposits		**2383**	2876		-
Loans to subsidiaries		**846**	-		-
(Refer note 47)	E	**3229**	2876	**-**	-
	F=D+E	**23,435**	20,313	**2,954**	4,030

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

17 Other current assets

(₹ in Lakhs)

(unsecured considered good, unless stated otherwise)

Particulars		Non-current		Current	
		As at March 31, 2013	As at March 31, 2012	As at March 31, 2013	As at March 31, 2012
Non current bank balance (refer note 21)		5	2	-	-
	A	5	2	-	-
Other					
Foreign currency receivable		-	-	-	99
Unamortised premium on forward contracts		-	-	-	171
Unbilled revenue		-	-	3,343	4,153
Advance towards share application money		-	-	1,656	2,360
Interest accrued on investments		-	-	-	109
Interest accrued on fixed deposits		-	-	1	9
Insurance claim receivable		210	226	90	-
Other		-	-	-	16
	B	210	226	5,090	6,917
	A+B	215	228	5,090	6,917

18 Current investments

(₹ in Lakhs)

(valued at lower of cost and fair value)

Particulars	As at March 31, 2013	As at March 31, 2012
Investment in mutual funds- unquoted		
1,85,972.58 (previous period Nil) units of Birla SL FRF Long Term Growth	259	-
38,89,376.45 (previous period Nil) units of IDFC Dynamic Bond Fund Growth	547	-
12,634.56 (previous period Nil) units of Indiabulls Liquid Fund Growth	144	-
13,35,368.47 (previous period Nil) units of JP Morgan India Liquid Fund Growth	203	-
37,784.61 (previous period Nil) units of Pinebridge India total Return bond fund Growth	574	-
52,339.04 (previous period Nil) units of Religare Ultra Short Term fund Growth	848	-
1,97,43,589.36 (previous period Nil) units of Sundaram Ultra Short Term fund Growth	3,153	-
61,568.93 (previous period Nil) units of Taurus Liquid fund Growth	778	-
1,65,473.74 (previous period Nil) units of Taurus Ultra Short Term fund Growth	2,304	-
2,070 (previous period Nil) units of Taurus Liquid fund Dividend (₹ 2070, previous period : Nil)	-	-
Nil (previous period: 5,000,000) units of Birla Sun Life Short Term FMP Series 29 Growth Plan	-	500
Nil (previous period: 3,447,348.64) units of Reliance Quarterly Interval Fund - Series III Institutional Growth Plan	-	500
10,150 (previous period: 26,459.37) units of Taurus Short Term Income Fund - Dividend Plan	205	486
Nil (previous period: 1,415,216.71) units of DWS Cash Opportunities Fund - Regular Plan Growth	-	202
Nil (previous period: 4,412,920.02) units of DWS Treasury Fund Investment - Institutional Plan Growth	-	533
Nil (previous period: 7,999,990) units of Edelweiss Fixed Maturity Plan - Series 5 (91 Days) - Growth Plan	-	800
Nil (previous period: 1,876,095.80) units of JM Money Manager Fund Regular Plan - Growth (168)	-	278
Nil (previous period: 3,518,310.03) units of JM Money Manager Super Plus Plan - Growth (172)	-	533
	9,015	3,832
Unquoted current investments		
Aggregate book value	9,015	3,832

19 Inventories

(valued at the lower of cost and net realisable value) **(₹ in Lakhs)**

Particulars	As at March 31, 2013	As at March 31, 2012
Stores and spares	**897**	1,104
	897	1,104

20 Trade receivables

(unsecured and considered good) **(₹ in Lakhs)**

Particulars		As at March 31, 2013	As at March 31, 2012
Receivables outstanding for a period exceeding six months from the date they became due for payment			
(a) Secured, considered good		**-**	-
(b) Unsecured, considered good		**327**	14
(c) Doubtful		**3,399**	982
Less: Provision for doubtful receivables		**(3,399)**	(982)
	(A)	**327**	14
Other receivables			
(a) Secured, considered good		**-**	-
(b) Unsecured, considered good		**14,636**	13,118
(c) Doubtful		**149**	88
Less: Provision for doubtful receivables		**(149)**	(88)
	(B)	**14,636**	13,118
	(A+B)	**14,963**	13,132

Trade receivables (unsecured, considered good) include ₹ 2,064 lakhs (previous period: ₹ 945 lakhs) due from directors or other officers or any of them, either severally or jointly with any other person or from firms or private companies in which any director is a partner or a director or member.

21 Cash and bank balances

(₹ in Lakhs)

Particulars	Non-current portion		Current portion	
	As at March 31, 2013	As at March 31, 2012	As at March 31, 2013	As at March 31, 2012
Cash and cash equivalents				
Cash on hand			**18**	25
Balances with banks				
- in current accounts	**-**	-	**511**	249
- in unpdaid dividend account	**-**	-	**2**	2
- in exchange earners foreign currency	**-**	-	**327**	12
	-	-	**858**	288
Other bank balances				
- Deposit with original maturity of more than 3 months but less than 12 months from the reporting date	**-**	-	**37**	166
- Deposit due to mature after 12 months from the reporting date	**5**	2	**-**	-
- Margin money deposit	**-**	-	**65**	58
	5	2	**102**	224
Amount disclosed under non-current assets (refer note 17)	**5**	2	**-**	-
	-	-	**960**	512

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

22 Short-term loans and advances

(Unsecured, considered good)

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
Current portion of long-term loans and advances (refer note 16)		
To parties other than related parties	**2,954**	4,030
	-	-
Other short-term loans and advances		
To parties other than related parties		
Advances for supply of goods	**539**	1,132
Advances to employees	**304**	130
Gratuity asset	**10**	-
To related parties		
Security deposits	**193**	-
Short term loans and advances to subsidiaries (Refer note 47)	**1,612**	8,710
	5,612	14,002

23 Revenue from operations

(₹ in Lakhs)

Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Sale of services		
Mulitmodal transport operations	**31,701**	30,147
Container freight stations	**29,646**	35,127
Project and engineering solutions	**37,352**	38,842
Third party logistic income	**2,413**	3,698
	101,112	107,814
Other operating revenue		
Business support charges	**520**	394
Management fees	**105**	823
Maintenance income	**19**	28
Liaibility written back no longer required	**16**	443
Miscellaneous income	**92**	-
	752	1,688

24 Other income

(₹ in Lakhs)

Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Interest income on		
- current investments	**179**	488
- fixed deposits with banks	**15**	57
- loans given to other parties	**191**	898
Dividend income from		
- current investments	**18**	13
Other non-operating income		
-gain on cancellation/settlement of derivatives	**4,434**	-
-profit on sale of investment	**811**	812
-profit on sale of fixed assets	**363**	120
-rental income	**225**	287
-Others	**7**	627
Net gain on account of foreign exchange fluctuations	**126**	353
	6,369	3,655

25 Cost of services rendered

(₹ in Lakhs)

Particulars		For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Multimodal and transport operation expenses			
Freight and other ancillary cost		**26,107**	24,256
Delivery order/ documentation charges		**614**	549
Insurance		**15**	21
	(A)	**26,736**	24,826
Container freight stations expense			
Handling and transportation charges		**11,413**	10,832
Power and fuel costs		**905**	1,035
Repairs and maintenance-others		**110**	333
	(B)	**12,428**	12,200
Project and engineering solutions expense			
Project operating and hiring expenses		**15,124**	12,346
Power and fuel costs		**2,828**	2,980
Repairs and maintenance - machinery		**2,621**	2,853
Stores and spares consumed		**1,949**	1,934
Insurance		**248**	201
	(C)	**22,770**	20,314
Other operational cost			
Third party logistic expenses		**1,832**	2,357
	(D)	**1,832**	2,357
(A)+(B)+ (C)+(D)		**63,766**	59,697

26 Employee benefits expense

(₹ in Lakhs)

Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Salaries, wages and bonus	**6,687**	6,943
Staff welfare expenses	**459**	459
Contributions to provident and other funds	**338**	350
Compensated absences	**157**	259
Gratuity	**32**	135
	7,673	8,146

27 Finance costs

(₹ in Lakhs)

Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Interest expense		
Buyers credit	**2,310**	2,173
Vehicle finance loan	**495**	1,643
Foreign currency term loan	**255**	329
Rupee term loan	**379**	66
Bank overdraft	**3**	24
	3,442	4,235
Other borrowing costs		
Processing fees	**51**	-
	51	-
Net loss on foreign currency transactions and translation to the extend regarded as borrowing costs (refer note 3)	**(820)**	820
	2,673	5,055

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

28 Depreciation and amortisation

(₹ in Lakhs)

Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Depreciation of tangible fixed assets	**11,570**	8,810
Amortisation of intangible fixed assets	**77**	59
Depreciation on investment property	**29**	35
	11,676	8,904

29 Other expenses

(₹ in Lakhs)

Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Electricity charges	**499**	420
Rent	**993**	939
Repairs to :		
Building	**72**	97
Others	**345**	330
Insurance	**100**	92
Rates & taxes	**164**	99
Travelling expenses	**1,513**	1,603
Legal and professional fees	**991**	914
Payment to joint auditors (Refer note below)	**60**	76
Communication charges	**271**	301
Printing & stationery	**133**	94
Business promotion	**417**	479
Provision for doubtful debts	**2,477**	643
Bad debts/advances written off	**100**	1,452
Directors fees and commission	**53**	38
Donations	**146**	168
Office expenses	**669**	794
Miscellaneous expenses	**614**	770
	9,617	9,309
Note: Payments to joint auditors		
As auditors		
Statutory audit	**25**	41
Tax audit	**5**	5
Limited review of quarterly results	**27**	30
In other capacity		
Certification matters	**3**	-
Reimbursement of expenses (₹ 16,668 : previous period: ₹ 35,390)	**-**	-
	60	76

In addition to the above, fees amounting to ₹ 4 lakhs (previous period : ₹ Nil) for other professional services rendered have been paid to firms of chartered accountants in which some of the partners in the firm of joint statutory auditors are partners.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

30. Earnings per share

(₹ in Lakhs)

Particulars	March 31, 2013	March 31, 2012
Net profit after tax attributable to equity shareholders (A)	11,555	18,406
Number of equity shares at the beginning of the period	130,547,322	130,516,968
Shares issued during the year	-	30,354
Shares bought back during the year	(4,136,449)	-
Number of equity shares outstanding at the end of the year	126,410,873	130,547,322
Weighted average number of equity shares outstanding during the year (based on date of issue of shares) (B) (used as denominator for calculating Basic EPS)	127,999,016	130,537,114
Add: Effect of potential equity shares to be issued under Employee Stock Option Scheme	34,789	60,886
Weighted average number of equity shares outstanding during the year (based on date of issue of shares) (C) (used as denominator for calculating Diluted EPS)	127,964,227	130,598,000
Basic (in rupees) per share of face value ₹ 2 (A)/(B)	9.0	14.1
Diluted (in rupees) per share of face value ₹ 2 (A)/(C)	9.0	14.1

31. Contingent liabilities and commitments

(₹ in Lakhs)

Particulars	March 31, 2013	March 31, 2012
Contingent liabilities:		
a. Disputed liabilities in Appeal		
Income Tax (Refer note 1 below)	**6,729**	6,729
Customs	**181**	183
Service Tax	**1,138**	1,142
b. Claims against the Company, not acknowledged as debts	**132**	552
c. Corporate Guarantees given by the Company on behalf of its subsidiaries	**18,139**	23,227
d. Bank guarantees	**7,960**	8,129
Commitments:		
a. Estimated amount of contracts remaining to be executed on capital accounts (net of advances) and not provided for	**901**	1,056

Note 1 : The Income Tax Department had issued assessment orders against the Company, whereby, the claim of deduction by the Company under Section 80-IA (4) of The Income Tax Act,1961 was disallowed from the assessment years 2004-05 to 2009-10. The Company has filed an appeal against the said assessment orders. Accordingly, the Income Tax liability of the Company pending in Appeal and not provided for amounting to ₹ 6,729 lakhs (previous period: ₹ 6,729 lakhs) .

The special bench of Income tax Appellate Tribunal vide its order dated 06 July 2012, upheld the Company's plea which was disposed off by the Division Bench of Income Tax Appellate Tribunal, Mumbai vide its Order dated 05 December 2012 and accordingly the Company has continued to claim deduction under Section 80IA (4) of the Income Tax Act, 1961.

In view of the foregoing, the Company continues to provide Current Tax under the provisions of Minimum Alternate Tax.

32. Dues to micro and small suppliers

Under the Micro, Small and Medium Enterprises Development Act,2006 (MSMED) which came into force from 02 October 2006, certain disclosures are required to be made relating to MSME. On the basis of the information and records available with the Company, the following disclosures are made for the amounts due to the Micro and Small Enterprises.

Particulars	March 31, 2013	March 31, 2012
Principal amount remaining unpaid to any supplier as at the period end	**32**	5
Interest due thereon	**-**	-
Amount of interest paid by the Company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting period.	**-**	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED	**-**	-
Amount of interest accrued and remaining unpaid at the end of the accounting period	**-**	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowances as a deductible expenditure under the MSMED Act, 2006	**-**	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

33. Segment reporting

Disclosure as per Account Standard (AS) 17" Segment reporting" is reported in Consolidated Accounts of the Company. Therefore, the same has not been separately disclosed in line with the provision of AS.

34. Leases

Operating leases as lessee

The Company has taken a commercial property on non-cancellable operating lease. The lease agreement provides for an option to the Company to renew the lease period at the end of non-cancellable period. There are no exceptional/restrictive covenants in the lease agreements. The future minimum lease payments in respect of lease property as at 31 March 2013 is as follows:

(₹ in Lakhs)

Particulars	March 31, 2013	March 31, 2012
Lease Payments		
Not later than one year	-	48
Later than one year but not later than 5 years	-	46
Later than 5 years	-	-
Payment of lease rentals during the year/period	-	48

35. Disclosure pursuant to Accounting Standard - 15 (Revised) 'Employee Benefits'

i) Defined Contribution Plans:

Contribution to Provident Fund and ESIC

Amount of ₹ 338 lakhs (previous period : ₹ 350 lakhs) contributed to Provident Fund, ESIC and other funds (refer note 26) is recognised as an expense and included in "Contribution to Provident & Other Funds' under 'Employee benefits" in the statement of profit and loss.

ii) Defined Benefit Plans

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed year of service subject to a maximum payment of ₹ 10 lakhs.

(₹ in Lakhs)

	Particulars	March 31, 2013	March 31, 2012
I	**Change in the defined benefit obligation**		
	Liability at the beginning of the year	**329**	201
	Interest cost	**27**	21
	Current service cost	**67**	73
	Past service cost [vested benefit] recognized during the period	**-**	-
	Benefit paid	**(24)**	(24)
	Actuarial (gain) / loss on obligations	**(31)**	57
	Liability at the end of the year	**368**	329
II	**Amount recognised in the balance sheet**		
	Liability at the end of the year	**(368)**	329
	Fair value of plan assets at the end of the year	**377**	216
	Net assets/(liabilities) recognised in the balance sheet	**10**	(112)
III	**Expenses recognised in the statement of profit and loss**		
	Current service cost	**67**	73
	Interest cost	**27**	21
	Expected return on plan assets	**(19)**	(14)
	Past service cost [vested benefit] recognized during the period	**-**	-
	Net actuarial (gain) / loss to be recognized	**(44)**	54
	Expense recognised in the statement of profit and loss	**32**	135
IV	**Balance sheet reconciliation**		
	Opening net liability	**112**	61
	Expense as above	**32**	135
	Employers contribution paid	**(154)**	(84)
	Asset/(liability) recognised in the balance sheet	**10**	(112)

(₹ in Lakhs)

	Particulars	March 31, 2013	March 31, 2012
V	**Change in the Fair Value of Plan Assets**		
	Fair value of plan assets at the begining of the year	**216**	140
	Expected return on plan assets	**19**	14
	Contributions	**154**	84
	Benefit paid	**(24)**	(24)
	Actuarial gain/(loss) on plan assets	**12**	3
	Fair value of plan assets at the end of the year	**377**	216
	Total actuarial gain / (loss) to be recognised	**44**	(54)
VI	**Actual return on Plan Assets:**		
	Expected return on plan assets	**19**	14
	Actuarial gain /(loss) on plan assets	**12**	3
	Actual return on plan assets	**31**	17
VII	**Investment details of Plan assets:**		
	Government of India assets	**-**	21
	Corporate bonds	**-**	28
	Insurer managed funds	**377**	151
	Other	**-**	17
	Total plan assets	**377**	216
VIII	**Actuarial assumptions**		
	Discount rate	**8.00%**	8.50%
	Salary escalation	**6.00%**	6.00%

	Particulars	Year ended March 31, 2013	Period ended March 31, 2012	Year ended 31 December		
				2010	2009	2008
IX	**Experience adjustments**					
	Present value of defined benefit obligation	**368**	329	201	119	120
	Fair value of the plan assets	**377**	216	140	114	78
	Deficit in the plan	**10**	112	61	5	42
	Experience adjustments on:					
	Plan liabilities (gain)/loss	**(59)**	57	22	(14)	(7)
	Plan assets (loss)/gain	**12**	3	(10)	(2)	(2)

	Particulars	March 31, 2013	March 31, 2012
X	**Classification into Current/ Non Current**		
	Amount recognized in the balance sheet		
	Current	**(10)**	112
	Non current	**-**	-
		(10)	112

Estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Assumptions regarding future mortality are based on published statistics and mortality tables. The calculation of the defined benefit obligation is sensitive to the mortality assumptions.

iii) Compensated leave absences-

Following amounts are recognized in respect of unfunded obligations towards compensated leave absences:

(₹ in Lakhs)

Particulars	March 31, 2013	March 31, 2012
Amount recognized in the balance sheet		
Current	134	92
Non- current	333	244
	467	336
Amount recognized in Salaries and other benefit in the Statement of profit and loss in respect of compensated leave liability	157	259

36. Related party disclosures

A Name of related parties where control exists:

I. Subsidiaries

Hindustan Cargo Ltd.
Contech Transport Services Pvt. Ltd.
Ecu Line (India) Pvt. Ltd.
Allcargo Shipping Co.Pvt.Ltd.
South Asia Terminals Pvt.Ltd.
Southern Terminals & Trading Pvt. Ltd.
AGL Warehousing Pvt. Ltd.
Allcargo Logistics Park Pvt.Ltd.
Ecu International (Asia) Pvt. Ltd.
Comptech Solutions Pvt.Ltd.
Amfin Consulting Pvt. Ltd.
Transindia Logistic Park Pvt Ltd.
MHTC Logistics Pvt. Ltd.
Combi Line Indian Agencies Pvt. Ltd.
HC Logistics Ltd.
Credo Shipping Agencies (I) Pvt. Ltd.
Ecu Line Abu Dhabi LLC
Ecu-Line Algerie sarl
Ecu Logistics SA
Ecu-Line Australia Pty.Ltd.
Ecuhold NV
Allcargo Belgium N.V.
Ecubro N.V.
Ecu International N.V.
Ecu-Tech BVBA
Ecu-Line N.V.
Ecu-Logistics N.V.
AGL N.V
HCL Logistics nv
Ecu Global Services NV
Ecu Logistics do Brasil Ltd.a
Flamingo Line do Brazil Ltd.a
Ecu Line Bulgaria EOOD
Ecu-Line Canada Inc.
Ecu Line Chile S.A.
Cargo Freight Station S.A.
Flamingo Line Chile S.A
Ecu Line Guangzhou Ltd.
Ecu Line De Colombia S.A.
Conecli International S.A.
Ecu Line Middleeast LLC
Eurocentre FZCO
Ecu Line Del Ecuador S.A.
Flamingo Line del Ecuador S.A.
Ecu Line Egypt Ltd.
Flamingo Line El Salvador SA de CV
Ecu-Line Germany GmbH
ELWA (Ghana) Ltd.
Flamingo Line Guatemala S.A.
Ecu-Line Hong Kong Ltd.
Ecu International Far East Ltd.
Ecu Line Italia srl
Ecu Line Cote d'Ivoire Sarl

Ecu Line Japan Ltd.
Jordan Gulf for Freight Services
Ecu Line Kenya Ltd.
Ecu Shipping Logistic (K) Ltd.
Ecu-Line (Johar Bahora) Sdn Bhd
Ecu-Line Malta Ltd.
aEcu-Line (Indian Ocean Islands) Ltd.
Ecu Line Meditterranean Ltd.
CELM Logistics S.A. De C.V.
Ecu Logistics de Mexico SA de CV
Ecu Line Maroc S.A.
Ecu-Line Rotterdam BV
Ecu Line NZ Ltd.
Ecu-Line de Panama S.A.
Ecu-Line Paraguay S.A.
Ecu-Line Peru S.A.
Flamingo Line Peru S.A
Ecu Line Philippines Inc.
Ecu-Line Polska Sp. z.o.o.
Ecu Line Doha W.L.L.
Ecu-Line Romania SRL
Rotterdam Freight Station BV
Ecu Line Singapore Pte. Ltd.
Ecu Line South Africa (Pty.) Ltd.
Ecu Line Spain S.L.
Mediterranean Cargo Centers S.L.
Ecu Line (Thailand) Co.Ltd.
Société Ecu-Line Tunisie Sarl
Ecu Uluslarasi Tas. Ve Ticaret Ltd. Sti.
Ecu-Line UK Ltd.
Deolix SA
DLC
ELV Multimodal C.A.
Administradora House Line C.A.
Consolidadora Ecu Line CA
Ecu-Line Vietnam Co., Ltd.
Ecu Line Zimbabwe (Pty.) Ltd.
Ecu Line China Ltd.
Eurocentre Milan SRL
Ecu Line Switzerland GmBH
Guldary s.a.
S.H.E. Maritime Services Ltd.
CCC Ltd.
Star Express Company Ltd.
CCS Shipping Ltd.
CCSS Ltd.
Ecu Line Lanka (Pvt.) Ltd.
PT Eka Consol Utama Line
Ecu Line Czeche s.r.o
Ecu Line Hungary Kft
Translogistik International Spedition GmbH
European Customs Brokers N.V.
Contech Transport Services (Pvt) Ltd.
Ecu-Line Saudi Arabia LLC
Asia Line Ltd.
Ocean House Ltd.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

II. Associates

Transworld Logistics & Shipping Services Inc.
Sealand Warehousing Private Limited (w.e.f 21 June 2012)
Gujarat Integrated Maritime Complex Pvt. Ltd (w.e.f 21 June 2012)

III Joint Venturers

Sealand Warehousing Private Limited (ceased to be Joint Venturer w.e.f 20 June 2012)
Gujarat Integrated Maritime Complex Pvt. Ltd (ceased to be Joint Venturer w.e.f 20 June 2012)

IV. Entities over which key managerial personnel or their relatives exercises significant influence:

Allcargo Movers (Bombay) Private Limited
Allcargo Shipping Services Private Limited
Allnet Infotech Private Limited
Alltrans Logistics Private Limited
Alltrans Port Management Private Limited
Avadh Marketing LLP
Avash Builders And Infrastructure Private Limited
Avash Logistic Park Private Limited (upto 20 June 2012)
Avashya Corproation Pvt.Ltd
Avashya Enterprises Pvt.Ltd
Avashya Holdings Pvt.Ltd
Contech Estate LLP
India Tourist And Heritage Village Private Limited (upto 20 June 2012)
Indport Maritime Agencies Pvt.Ltd.
Jupiter Precious Gems and Jewellery Private Limited (formerly Jupiter Machines Pvt. Ltd.)
N.R. Holdings Private Limited
Panna Estates Private Limited (Converted into Panna Estates LLP w.e.f 01 December 2011)
Poorn Estates Private Limited
Prominent Estate Holdings Private Limited
Sealand Crane Private Limited
Sealand Ports Private Limited (upto 20 June 2012)
SKS Netgate LLP
SKS Realty LLP
SKS Ventures Private Limited
Talentos (India) Private Limited
Talentos Entertainment Private Limited
Transindia Freight Private Limited
Transindia Freight Services Private Limited
Sealand Holdings Pvt. Ltd
Meridien Tradeplace Pvt.Ltd
Poorn Buildcon Pvt. Ltd
Beyond Properties Pvt.Ltd
Panna Infracon Projects LLP V.

V. Key Managerial Personnel

Shashi Kiran Shetty
Umesh Shetty (Appointed as a Whole time Director w.e.f 01 June 2012)
Adarsh Hegde

VI. Relatives of Key Management Personnel

Shobha Shetty
Arathi Shetty (Executive Director till March 31, 2012)

36. Related party disclosures (Continued)

B. Transactions with Related Party during the period April 01, 2012 to March 31, 2013 **(₹ in Lakhs)**

Sr. No.	Nature of Transaction	Subsidiaries		Associates		Joint Venture		Entities over which key managerial personnel or their relatives exercises significant Influence		Key Managerial Personnel and their Relative		Total	
		March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
1	MTO Income	**5,989**	8,144	**502**	308	**-**	-	**-**	-	**-**	-	**6,491**	8,452
2	Project & Engineering Solutions Income	**3,173**	2,428	**-**	-	**-**	-	**-**	-	**-**	-	**3,173**	2,428
3	Container Freight Station income	**184**	55	**-**	-	**-**	-	**-**	-	**-**	-	**184**	55
4	Third Party Logistics income	**159**	143	**-**	-	**-**	-	**-**	-	**-**	-	**159**	143
5	Management fees received	**105**	123	**-**	-	**-**	700	**-**	-	**-**	-	**105**	823
6	Business Support charges received	**520**	394	**-**	-	**-**	-	**-**	-	**-**	-	**520**	394
7	Interest received	**190**	898	**-**	-	**-**	-	**-**	-	**-**	-	**190**	898
8	MTO Operation expenses	**6,120**	10,042	**742**	745	**-**	-	**-**	-	**-**	-	**6,862**	10,787
9	Project & Engineering Solutions Expense	**861**	889	**-**	-	**-**	-	**-**	-	**-**	-	**861**	889
10	Container Freight Station expenses	**3,000**	1,907	**-**	-	**-**	-	**-**	-	**-**	-	**3,000**	1,907
11	Third Party Logistics Expenses	**745**	757	**-**	-	**-**	-	**-**	-	**-**	-	**745**	757
12	Remuneration to Directors (Refer note below)	**-**	-	**-**	-	**-**	-	**-**	-	**555**	545	**555**	545
13	Commission to Directors	**-**	-	**-**	-	**-**	-	**-**	-	**793**	694	**793**	694
14	Salary Paid	**-**	-	**-**	-	**-**	-	**-**	-	**21**	355	**21**	355
15	Rent Paid	**2**	-	**-**	-	**-**	-	**659**	412	**24**	54	**685**	466
16	Professional fees paid	**-**	-	**-**	-	**-**	-	**-**	-	**7**	9	**7**	9
17	Dividend paid	**2**	13	**-**	-	**-**	-	**-**	-	**-**	-	**2**	13
18	Car Hire charges	**-**	-	**-**	-	**-**	-	**6**	8	**-**	-	**6**	8
19	Reimbursement of expenses	**-**	-	**-**	5	**-**	-	**-**	-	**-**	-	**-**	5
20	Loans												
	Opening balance	**8,164**	16,387	**-**	-	**-**	-	**-**	-	**-**	-	**8,164**	16,387
	Add: Loans given	**814**	13,804	**-**	-	**-**	-	**-**	-	**-**	-	**814**	13,804
	Less: Loans repaid	**5,695**	12,478	**-**	-	**-**	-	**-**	-	**-**	-	**5,695**	12,478
	Less: Loans converted into Preference shares	**1,505**	9,550	**-**	-	**-**	-	**-**	-	**-**	-	**1,505**	9,550
	Closing Balance	**1,778**	8,164	**-**	-	**-**	-	**-**	-	**-**	-	**1,778**	8,164

36. Related party disclosures (Continued)

B. Transactions with Related Party during the period April 01, 2012 to March 31, 2013 (Continued) (₹ in Lakhs)

Sr. No.	Nature of Transaction	Subsidiaries		Associates		Joint Venture		Entities over which key managerial personnel or their relatives exercises significant Influence		Key Managerial Personnel and their Relative		Total	
		March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
21	Advances												
	Opening balance	**546**	345	-	-	-	-	-	-	-	-	546	345
	Add: Advances given	**2,111**	2,314	-	-	-	-	-	-	-	-	2,111	2,314
	Less: Advances repaid	**1,788**	2,013	-	-	-	-	-	-	-	-	1,788	2,013
	Less: Advances converted to Preference Shares	**108**	101	-	-	-	-	-	-	-	-	108	101
	Less: Advances converted into Preference Share Application Money	**81**	-	-	-	-	-	-	-	-	-	81	-
	Closing Balance	**681**	545	-	-	-	-	-	-	-	-	681	545
22	Deposits												
	Opening balance	**112**	112	-	2	-	-	2,464	682	300	600	2,876	1,396
	Deposits given	**-**	-	-	-	-	-	1	1,782	-	-	1	1,782
	Deposits received back	**-**	-	-	2	-	-	1	-	300	300	301	302
	Deposits closing balance	**112**	112	-	-	-	-	2,464	2,464	-	300	2,576	2,876
23	Share Application Money Pending Allotment	**1,621**	1,540	-	-	-	785	35	35	-	-	1,656	2,360
24	Share Application Money converted into Preference Shares	**4,910**	-	-	-	-	-	-	-	-	-	4,910	-
25	Investments in New Subsidiary Co.	**-**	8,982	-	-	-	5,300	-	-	-	-	-	14,282
26	Trade Advances Received	**4,295**	-	-	-	-	-	-	-	-	-	4,295	-
27	Corporate Guarantee given	**18,139**	23,227	-	-	-	-	-	-	-	-	18,139	23,227
28	Outstanding Receivable												
	Trade receivables	**2,064**	945	-	-	-	397	-	-	-	-	2,064	1,342
29	Outstanding Payable												
	Trade payables	**1,339**	423	9	33	-	-	-	-	-	-	1,348	456
	Directors commission payable	**-**	-	-	-	-	-	-	-	788	694	788	694
30	Deposit Payable	**134**	204	-	-	-	-	-	-	-	-	134	204
	Investments-Equity shares	**18,801**	18,801	3,316	1,093	-	5,767	-	-	-	-	22,117	25,661
	Investments-Preference shares	**16,175**	9,652	-	-	-	-	-	-	-	-	16,175	9,652

36. Related party disclosures (Continued)

Details of material related party transactions which are more than 10 % of the total transactions of the same type with a related party during the year ended March 31, 2013

1. **MTO income includes income from Allcargo Belgium NV Group ₹ 5,645 lakhs**

   (MTO income during the previous period includes income earned from Allcargo Belgium NV group ₹ 7,738 lakhs)

2. **Project and Engineering Solution Income includes South Asia Terminals Private Limited ₹ 1,878 lakhs, Asia Lines Limited ₹ 892 lakhs, Hindustan Cargo Ltd ₹ 135 lakhs**

   (Project and Engineering Solution Income during the previous period includes income from South Asia Terminals Private Limited ₹ 1,505 lakhs, Asia Lines Limited ₹ 526 lakhs, Hindustan Cargo Limited ₹ 397 lakhs)

3. **Container Freight Station income includes income from Hindustan Cargo Limited ₹ 125 lakhs, Transindia Logistic Park Pvt. Ltd.₹ 59 lakhs**

   (Container Freight Station income during the previous period includes income from Hindustan Cargo Limited ₹ 53 lakhs, Transindia Logistic Park Pvt. Ltd.₹ 1 lakh)

4. **Third Party Logistics Income includes income from Hindustan Cargo Limited ₹ 109 lakhs, Allcargo Belgium NV Group ₹ 50 lakhs,**

   (Third Party Logistics Income includes income from Hindustan Cargo Limited ₹ 143 lakhs, Allcargo Belgium NV Group ₹ Nil)

5. **Management Fees received includes amount received from Allcargo Belgium NV Group ₹ 105 lakhs, Gujarat Integrated Maritime Complex Private Limited ₹ Nil, Sealand Warehousing Pvt Limited ₹ Nil**

   (Management Fees received during the previous period includes amount received from Allcargo Belgium NV Group ₹ 123 lakhs, Gujarat Integrated Maritime Complex Private Limited ₹ 400 lakhs , Sealand Warehousing Pvt Limited ₹ 300 lakhs)

6. **Business Support Charges received includes amount received from Allcargo Belgium NV Group ₹ 493 lakhs**

   (Business Support Charges received during the previous period includes amount received from Allcargo Belgium NV Group ₹ 394 lakhs)

7. **Interest received include income from South Asia Terminals Pvt Ltd ₹ 77 lakhs, AGL Warehousing Private Limited ₹ 40 lakhs, Asia Line Ltd ₹ 40 lakhs, Allcargo Logistics Park Pvt. Ltd. ₹ 22 lakhs, Allcargo Shipping Co. Pvt. Ltd ₹ Nil, Hindustan Cargo Ltd ₹ Nil)**

   (Interest received during the previous period includes income from South Asia Terminals Pvt. Ltd ₹ Nil, AGL Warehousing Private Limited ₹ 274 lakhs, Asia Line Ltd ₹1 L, Allcargo Logistics Park Pvt.Ltd ₹12 lakhs, Allcargo Shipping Co. Private Limited ₹ 366 lakhs, Hindustan Cargo Limited ₹ 217 lakhs)

8. **MTO Operation Expenses includes expenses paid/payable to Allcargo Belgium NV Group ₹ 5,754 lakhs, Transworld Logistics & Shipping Services Inc ₹ 742 lakh**

   (MTO Operation Expenses during the previous period includes Allcargo Belgium NV Group ₹ 9,591 lakhs, Transworld Logistics & Shipping Services Inc ₹ 745 lakh)

9. **Project and Engineering Solution Expense includes expenses paid/payable to MHTC Logistics Private Limited ₹ 420 lakhs, Hindustan Cargo Limited ₹ 335 lakhs, Allcargo Belgium NV Group ₹ 106 lakhs**

   (Project and Engineering Solution Expense during the previous period includes expenses paid to MHTC Logistics Private Limited ₹ 568 lakhs, Hindustan Cargo Limited ₹ 384 lakhs, Allcargo Belgium NV Group ₹ Nil)

10. **Container freight station expense includes expenses paid/payable to South Asia Terminal Private Limited ₹ 2,998 lakhs**

    (Container freight station expense during the previous period includes South Asia Terminal Private Limited ₹ 1,893 lakhs)

11. **Third Party Logistics Expense includes expenses paid/payable to Hindustan Cargo Limited ₹ 638 lakhs, Allcargo Belgium NV Group ₹ 108 lakhs.**

    (Third Party Logistics Expense during the previous period includes Hindustan Cargo Ltd ₹ 694 lakhs, Allcargo Belgium NV Group ₹ 63 lakhs)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

12. **Remuneration to Directors includes Mr.Shashi Kiran Shetty ₹ 313 lakhs, Mr.Umesh Shetty ₹ 126 lakhs, Mr. Adarsh Hegde ₹ 117 lakhs, , Mrs.Arathi Shetty ₹ Nil)**

    (Remuneration to Directors during the previous period includes Mr. Shashi Kiran Shetty ₹ 374 lakhs, Mr.Umesh Shetty ₹ Nil, Mr. Adarsh Hegde ₹ 146 lakhs, Mrs. Arathi Shetty(Executive Director till March 31, 2012) ₹ 25 lakhs)

13. **Commission to Directors includes Mr. Shashi Kiran Shetty ₹ 338 lakhs, Mr.Umesh Shetty ₹ 225 lakhs, Mr. Adarsh Hegde ₹ 225 lakhs, Mrs.Arathi Shetty ₹ 5 lakhs)**

    (Commission to Directors during the previous period includes Mr. Shashi Kiran Shetty ₹ 264 lakhs, Mr.Umesh Shetty ₹ Nil, Mr. Adarsh Hegde ₹ 231 lakhs, Mrs. Arathi Shetty(Executive Director till March 31, 2012) ₹ 198 lakhs)

14. **Salary Paid includes payment made to Mr. Umesh Shetty till 30 May 2012 ₹ 21 lakhs. (With effect from 01 June 2012 Board of Directors has appointed Mr.Umesh Shetty as a Whole time Director and the remuneration paid/ payable to them ₹ 126 lakhs)**

    (Salary Paid during the previous period includes Mr.Umesh Shetty ₹ 355 lakhs)

15. **Rent Paid includes expenses paid/payable to Avash Builders and Infrastructure Pvt Ltd ₹ 262 lakhs, Sealand Cranes Private Limited ₹ 136 lakhs, Allnet Infotech Private Limited ₹ 126 lakhs, Mr. Shashi Kiran Shetty ₹ 24 lakhs.**

    (Rent Paid during the previous period includes rent paid Avash Builders and Infrastructure Pvt Ltd ₹ Nil, Sealand Cranes Private Limited ₹ 159 lakhs, Allnet Infotech Private Limited ₹ 147 lakhs, Mr. Shashi Kiran Shetty ₹ 54 lakhs)

16. **Professional Fees Paid includes Mrs. Shobha Shetty ₹ 7 lakhs**

    (Professional Fees Paid during the previous period includes Mrs. Shobha Shetty ₹ 9 lakhs)

17. **Dividend Paid includes payment made to MHTC Logistics Private Limited ₹ 2 lakhs**

    (Dividend Paid during the previous period includes payment made to MHTC Logistics Private Limited ₹ 13 lakhs)

18. **Car hire Charge includes expenses paid/payable to Transindia Freight Services Private Limited ₹ 6 lakhs**

    (Car hire Charges during the previous period includes Transindia Freight Services Private Limited ₹ 8 lakhs)

19. **Reimbursement of Expenses includes amount received from Transnepal Freight Services Private Limited ₹ Nil**

    (Reimbursement of Expenses during the previous period includes Transnepal Freight Services Private Limited ₹ 5 lakhs)

20. **Loans given includes amount paid to MHTC Logistics Pvt Ltd. ₹ 750 lakhs, Allcargo Logistics Park Pvt Ltd ₹ 20 lakhs, Allcargo Belgium NV ₹ 10 lakhs, Allcargo Shipping Company Private Limited ₹ Nil, Contech Transport Services Private Limited ₹ Nil**

    (Loans given during the previous period includes amount paid to MHTC Logistics Pvt. Ltd ₹ 350 lakhs, Allcargo Logistics Park Private Limited ₹ 1,445 lakhs, Allcargo Belgium NV ₹ 5,207 lakhs, , Allcargo Shipping Company Private Limited ₹ 1,876 lakhs, Contech Transport Services Private Limited ₹ 1,676 lakhs,)

    20 a. **Loans received back includes amount received from Allcargo Belgium NV ₹ 5,078 lakhs , Allcargo Logistics Park Pvt.Ltd ₹ 7 lakhs, Allcargo Shipping Co. Private Limited ₹ Nil, Contech Transport Services Private Limited ₹ Nil**

    (Loans received back during the previous period includes amount received from Allcargo Belgium NV ₹ 6,044 lakhs, Allcargo Logistic Park Private Limited ₹ 1,270 lakhs, Allcargo Shipping Co. Private Limited ₹ 1,890 lakhs, Contech Transport Services Private Limited ₹ 1,394 lakhs)

    20 b. **Loans converted into Preference shares during the year includes Contech Transport Services Pvt Ltd. ₹ 1,505 lakhs, AGL Warehousing Private Limited ₹ Nil, Allcargo Shipping Co. Private Limited ₹ Nil, Hindustan Cargo Limited ₹ Nil**

    (Loans converted into Preference shares during the previous period includes Contech Transport Services Pvt Ltd. ₹ Nil, AGL Warehousing Private Limited ₹ 3,670 lakhs, Allcargo Shipping Co. Private Limited ₹ 3,661 lakhs, Hindustan Cargo Limited ₹ 2,220 lakhs)

    20 c. **Closing Balance of Loan includes balance outstanding South Asia Terminal Private Limited ₹ 846 lakhs, MHTC Logistics Private Limited ₹ 734 lakhs, Allcargo Logistics Park Pvt Ltd. ₹ 188 lakhs, Allcargo Belgium N.V ₹ 10 lakhs, Contech Transport Services Private Limited ₹ Nil**

    (Closing Balance of Loan during the previous period includes South Asia Terminal Private Limited ₹ 896 lakhs, MHTC Logistics Private Limited ₹ 350 lakhs, Allcargo Logistics Park Pvt Ltd.₹ 175 lakhs, Allcargo Belgium N.V ₹ 5,078 lakhs, Contech Transport Services Private Limited ₹ 1,505 lakhs,)

21. Advances given includes amount paid to Allcargo Belgium NV Group ₹ 861 lakhs, Allcargo Shipping Co Pvt. Ltd. ₹ 669 lakhs, Transindia Logistic Park Pvt Ltd. ₹ 366 lakhs

(Advances given during the previous period includes amount paid to Allcargo Belgium NV Group ₹ 1,811 lakhs, Allcargo Shipping Company Pvt Ltd ₹ 20 lakhs, Transindia Logistic Park Pvt Ltd ₹ 33 lakhs)

21 a. Advance received back includes amount received from Allcargo Belgium NV Group ₹ 661 lakhs, Allcargo Shipping Co Pvt. Ltd.₹ 573 lakhs, Transindia Logistic Park Pvt Ltd. ₹ 353 lakhs

(Advance received back during the previous period includes amount received from Allcargo Belgium NV Group ₹ 1,878 lakhs, Allcargo Shipping Co Pvt. Ltd. ₹ Nil, Transindia Logistic Park Pvt Ltd. ₹ 21 lakhs)

21 b. Advances converted into Preference shares during the year includes Hindustan Cargo Ltd ₹ 100 lakhs

(Advances converted into Preference shares during the previous period includes Hindustan Cargo Ltd ₹ Nil, AGL Warehousing Private Limited ₹ 66 lakhs, Allcargo Shipping Company Private Limited ₹ 36 lakhs)

21 c. Advances converted into Preference Share Application money includes Contech transport Services Pvt. Ltd. ₹ 81 lakhs

(Advances converted into Preference Share Application money during the previous period includes Contech transport Services Pvt. Ltd. ₹ Nil)

21 d. Advances Closing balance includes Allcargo Belgium NV Group ₹ 318 lakhs, Allcargo Shipping Co Pvt Ltd. ₹ 116 lakhs, South Asia Termials Private Limited ₹ 97 lakhs, Contech Transport services Private Limited ₹ Nil, Hindustan Cargo Limited ₹ 36 lakhs

(Advances Closing balance during the previous period includes Allcargo Belgium NV Group ₹ 119 lakhs, Allcargo Shipping Co Pvt Ltd ₹ 20 lakhs, South Asia Terminals Private Limited ₹ 123 lakhs, Contech Transport services Private Limited ₹ 78 lakhs, Hindustan Cargo Limited ₹ 97 lakhs,)

22. Deposit given includes amount paid to SKS Netgate LLP ₹ 38,000, Avash Builders and Infrastructure Private Limited ₹ Nil, Talentos (India) Private Limited ₹ Nil

(Deposit given during the previous period includes amount paid to SKS Netgate LLP ₹ Nil, Avash Builders and Infrastructure Private Limited ₹ 720 lakhs, Talentos (India) Private Limited ₹ 701 lakhs,)

22 a. Deposits received back during the year includes Mr. Shashi Kiran Shetty ₹ 300 lakhs.

(Deposits received back during the previous period includes Mr.Shashi Kiran Shetty ₹ 300 lakhs)

22 b. Deposit Receivables includes deposit paid to Avash Builders and Infrastructure Private Limited ₹ 720 lakhs, Talentos (India) Private Limited ₹ 701 lakhs, Sealand Cranes Private Limited ₹ 374 lakhs, Allnet Infotech Private Limited ₹ 346 lakhs, Mr.Shashi Kiran Shetty ₹ Nil

(Deposit Receivables during the previous period includes deposit paid to Avash Builders and Infrastructure Private Limited ₹ 720 lakhs, Talentos (India) Private Limited ₹ 701 lakhs, Sealand Cranes Private Limited ₹ 374 lakhs, Allnet Infotech Private Limited ₹ 346 lakhs, Mr. Shashi Kiran Shetty ₹ 300 lakhs)

23. Share Application Money Pending Allotment includes Transindia Logistic Park Pvt Ltd ₹ 1,540 lakhs, Gujarat Integrated Maritime Complex private Limited ₹ Nil

(Share Application Money Pending Allotment during the previous period includes Transindia Logistic Park Private Limited ₹ 1,540 lakhs, Gujarat Integrated Maritime Complex Private Limited ₹ 785 lakhs)

24. Share application money converted into preference shares during the year includes Allcargo Shipping Co Pvt. Ltd. ₹ 3,370 lakhs, Transindia Logistic Park Pvt Ltd. ₹ 1,540 lakhs,

(Share application money converted into preference shares during the previous period includes Allcargo Shipping Co Pvt. Ltd ₹ Nil, Transindia Logistic Park Private Limited ₹ Nil)

25. Investments during the year includes Gujarat Integrated Maritime Complex Private Limited ₹ Nil, MHTC Logistics Private Limited ₹ Nil, Transindia Logistic Park Pvt Ltd. ₹ Nil

(Investments during the previous period includes Gujarat Integrated Maritime Complex Private Limited ₹ 5,300 lakhs, MHTC Logistics Private Limited ₹ 3,430 lakhs, Transindia Logistic Park Private Limited ₹ 5,552 lakhs)

26. Trade Advances Received during the year includes Allcargo Belgium NV Group ₹ 4,295 lakhs

(Trade Advances Received during the previous period includes Allcargo Belgium NV Group ₹ Nil)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

27. Corporate Guarantees given includes Transindia Logistic Park Private Limited – ₹ 9,500 lakhs, Allcargo Belgium NV ₹ 7,472 lakhs

(Corporate Guarantees given during the previous period includes Transindia Logistic Park Private Limited ₹ 9,500 lakhs, Allcargo Belgium NV ₹ 11,543 lakhs,)

28. Trade Receivables includes Allcargo Belgium NV Group ₹ 942 lakhs, Asia Line Limited ₹ 476 Lakhs, Hindustan Cargo Limited ₹ 326 lakhs, South Asia Terminal Private Limited ₹ 85 lakhs, Gujarat Integrated Maritime Complex Private Limited ₹ Nil

(Trade Receivables during the previous period includes Allcargo Belgium NV Group ₹ 150 lakhs Asia Line Limited ₹ 346 lakhs, Hindustan Cargo Limited ₹ 210 lakhs, South Asia Terminal Private Limited ₹ 145 lakhs, Gujarat Integrated Maritime Complex Private Limited ₹ 397 lakhs)

29. Trade Payables includes MHTC Logistics Private Limited ₹ 515 lakhs, Allcargo Belgium NV Group ₹ 372 lakhs, South Asia Terminals Pvt Ltd ₹ 239 lakhs, Hindustan Cargo Limited ₹ 179 lakhs

(Trade Payables during the previous period includes MHTC Logistics Private Limited ₹ 423 lakhs, Allcargo Belgium NV Group ₹ Nil, South Asia Terminals Pvt Ltd ₹ Nil, Hindustan Cargo Limited ₹ Nil)

29 a. Directors commission payable includes Mr.Shashi Kiran Shetty ₹ 338 lakhs, Mr. Adarsh Hegde ₹ 225 lakhs, Mr Umesh Shetty ₹ 225 lakhs, Mrs. Arathi Shetty ₹ Nil

(Directors commission payable during the previous period includes Mr. Shashi Kiran Shetty ₹ 264 lakhs, Mr. Adarsh Hegde ₹ 231 lakhs, Mr Umesh Shetty ₹ Nil, Mrs. Arathi Shetty ₹ 198 lakhs)

29 b. Deposit payable includes South Asia Terminals Private Limited ₹ 134 lakhs

(Deposit payable during the previous period includes South Asia Terminals Private Limited ₹ 204 lakhs)

29 c. Investments-Equity shares includes Allcargo Belgium NV Group ₹ 6,848 lakhs, Transindia Logistic Park Private Limited ₹ 5,552 lakhs, MHTC Logistics Private Limited ₹ 3,430 lakhs, Gujarat Integrated Maritime Complex Private Limited ₹ 3,062 lakhs

(Investments-Equity shares during the previous period includes Allcargo Belgium NV Group ₹ 6,848 lakhs, Transindia Logistic Park Private Limited ₹ 5,552 lakhs, MHTC Logistics Private Limited ₹ 3,430 lakhs, Gujarat Integrated Maritime Complex Private Limited ₹ 5,300 lakhs)

29 d. Investments-Preference shares includes Allcargo Shipping Company Private Limited ₹ 7,067 lakhs, AGL Warehousing Private Limited ₹ 3,736 lakhs, Hindustan Cargo Limited ₹ 2,320 lakhs

(Investments-Preference shares during the previous period includes Allcargo Shipping Company Private Limited ₹ 3,697 lakhs, AGL Warehousing Private Limited ₹ 3,736 lakhs, Hindustan Cargo Limited ₹ 2,220 lakhs)

37. Earnings in foreign currency

(₹ in Lakhs)

Particulars	March 31, 2013	March 31, 2012
Revenue from export operations		
- Multi-modal transport operations	**7,872**	10,289
- Project & engineering solutions	**1,871**	796
- Third party logistics	**29**	-
Other income		
- Business support charges	**493**	394
- Management Fees	**105**	123
	10,370	11,602

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

38. Expenditure in foreign currency

(₹ in Lakhs)

Particulars	March 31, 2013	March 31, 2012
Professional and consultation fees	**-**	10
Others:		
a) Operating expenses		
Multi-modal transport operations	**9,553**	10,735
Project & Engineering Solutions	**2,367**	2,067
Third Party Logistics	**7**	-
b) Business promotion expenses	**4**	-
c) Membership and subscription	**5**	-
d) Travel expenses	**77**	-
	12,013	12,812

39. Value of Imports on CIF basis

(₹ in Lakhs)

Particulars	March 31, 2013	March 31, 2012
Capital goods	**2,573**	26,665
Stores and spare parts	**95**	356
	2,668	27,021

40. Details of imported stores and spare parts consumed during the financial year/period

(₹ in Lakhs)

	March 31, 2013		March 31, 2012	
	Value	% of total consumption	Value	% of total consumption
Imported	**95**	**5**	356	18
Indigenous	**1,854**	**95**	1,578	82
	1,949	**100**	1,934	100

41. Dividend remittances in foreign currency :

The Company has not remitted any amount in foreign currencies on account of dividends during the year and does not have information as to the extent to which remittances, if any, in foreign currencies on account of dividends have been made by / on behalf of non-resident shareholders. The particulars of dividends paid to non-resident shareholders which were declared during the year/period, are as under :

Particulars	March 31, 2013	March 31, 2012
Year ended to which the dividend related	**March 31, 2012**	31 December 2010
Final Dividend:		
Number of non-resident shareholders	**177**	127
Number of equity shares held by them	**29,887,578**	30,163,720
Gross amount of dividend **(₹ in Lakhs)**	**149**	754
Interim Dividend:		
Number of non-resident shareholders	**-**	142
Number of equity shares held by them	**-**	31,918,740
Gross amount of dividend **(₹ in Lakhs)**	**-**	319

42. Loans and advances in the nature of loans given to subsidiaries etc.

Loans and advances in the nature of loans to subsidiary Companies: **(₹ in Lakhs)**

	Name of the company	Balance as at		Maximum outstanding during the year	
		March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
1	Allcargo Logistics Park Private Limited.	**188**	175	**188**	870
2	Allcargo Belgium N.V	**10**	5,078	**5,078**	6,044
3	Contech Transport Services Private Limited.	**-**	1,505	**1,505**	2,658
4	Asia Lines Limited.	**-**	148	**148**	453
5	Transindia Logistic Park Private Limited	**-**	12	**12**	1,642
6	South Asia Terminals Private Limited.	**846**	896	**896**	899

Note: In all the above companies one or more director is a director or member and there is no repayment schedule.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

43. Investment in joint ventures

The Company has entered into a Share Purchase Agreement on 20 June 2012 with IL&FS Maritime Infrastructure Company Limited (IMICL) for sale of its 45% stake (representing 45,000 equity shares of ₹ 10 each) in Gujarat Integrated Maritime Complex Private Limited (GIMCO) and 50% stake (representing 4,674,807 equity shares of ₹ 10 each) in Sealand Warehousing Private Limited (SWPL). The sale of stake in GIMCO and SWPL are subject to fulfillment of certain terms and conditions by the Company as stipulated in the aforesaid agreement. During the year, the Company has, in accordance with the provisions of the said Agreement and on fulfillment of certain terms and conditions, transferred 19,000 equity shares of GIMCO and 2,243,907 equity shares of SWPL to IMICL against agreed consideration. Post sale and transfer of equity shares as aforesaid, the Company holds 26% stake in GIMCO and SWPL.

Till the previous period ended March 31, 2012, the Company's interests in joint ventures have been accounted for in accordance with the principles and procedures set out in AS – 27, Financial Reporting of Interests in Joint Ventures specified in the Companies (Accounting Standards) Rules, 2006.

Sr. No.	Joint Venture	Location	Principal Activities	Ownership Interest
1	Sealand Warehousing Pvt.Ltd	Mumbai	Management Company	50%
2	Gujarat Integrated Maritime Complex Pvt.Ltd	Kutch, Gujarat	Ship building business	45%

For the period ended March 31, 2012, the interests in the joint ventures are reported as long-term investments (refer note 15) and stated at cost. However, the Company's share of each of the assets, liabilities, income and expenses, etc. (each without elimination of the effect of transactions between the Company and the joint venture) related to its interests in the joint ventures, based on audited financial statements, is;

(₹ in Lakhs)

Particulars		March 31, 2013	March 31, 2012
I.	**ASSETS**		
	Fixed assets	-	6,397
	Deferred tax asset(net)	-	1
	Investments	-	420
	Current assets, loans and advances		
	a) Cash and bank balances	-	102
	b) Loans and advances	-	88
II.	**LIABILITIES**		
	Share capital	-	477
	Share application money	-	785
	Reserves & surpluses	-	5,291
	Loan funds	-	47
	Current liabilities		
	a) Liabilities	-	409
	b) Provisions	-	-
III.	**INCOME**		
	Other income	-	216
IV.	**EXPENSES**		
	Admin and other expenses	-	172
	Depreciation	-	-
	Provision for taxation (including deferred taxation and Provision for tax for earlier years written back, net)	-	14
V.	**Contingent liabilites**	-	2
VI.	**Capital Commitments**	-	90

44. Transfer pricing

a) International Transaction with related parties

The Company's international transactions with related parties are at arm's length as per the independent accountants report for the year ended March 31, 2012. Management believes that the Company's international transactions with related parties post March 31, 2012 continue to be at arm's length and that the transfer pricing legislation will not have any impact on these financial statements, particularly on amount of tax expense and that of provision for taxation.

b) Specified Domestic Transactions with related parties

The Transfer Pricing amendments which are applicable from April 01, 2012 cover specified domestic transactions. Accordingly, transactions between the Company with its various group companies will be covered under the above regulations with effect from April 01, 2012.

Management believes that the Company's transactions with domestic related parties during the year are at arms length and that the Transfer Pricing legislation will not have any impact on the financial statements, particularly on amount of tax expense and that of provision of taxation.

45. Employee stock options

a) In 2006, the Company had instituted an 'Allcargo Employee Stock Option Plan 2006' (ESOS 2006) to attract, retain, motivate and reward its employees and to enable them to participate in the growth, development and success of the Company. The compensation/remuneration committee of the Board evaluates the performance and other criteria of employees and approves the grant of options .The employees are granted an option to purchase shares of the Company at the respective exercise price, subject to the requirements of vesting conditions. These options generally vest over a period of 24 to 48 months from the date of grant. Upon vesting, the employees can acquire one equity share for each option. The maximum contractual term for these stock option plan is generally 7 years. The Company granted stock options to be adjusted for subsequent bonus issue prior to its Initial Public Offering of equity shares, to its permanent employees and to few of the permanent employees of its foreign subsidiaries at varying numbers depending upon their grades.

b) The stock compensation cost is computed under the intrinsic value method and amortised on a straight line basis over the vesting period of 7 years.

c) The particulars of options granted under the said ESOS 2006 plans are tabulated below: (₹ in Lakhs)

Particulars	Period ended March 2013			Period ended March 31, 2012		
	No. of options		Weighted average price	No. of options		Weighted average price
	Series I (Pre Listing)	Series II (Post Listing)		Series I (Pre Listing)	Series II (Post Listing)	
Outstanding at the beginning of the year	**18,555**	**38,500**	**₹ 2**	32,805	51,000	₹ 2
Granted	**-**	**-**	**-**	-	-	-
Exercised	***4,300**	**-**	**₹ 2**	14,250	12,500	₹ 2
Forfeited and lapsed	**14,255**	**8,500**	**₹ 2**	-	-	-
Outstanding at the end of the year	**-**	**30,000**	**₹ 2**	18,555	38,500	₹ 2

*Includes share application money received, pending allotment of shares.

The options outstanding at March 31, 2013 have an exercise price of ₹ 2 and a weighted average contractual life of 6 months.

As permitted by the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ('SEBI guidelines') as well as by the guidance note on the subject issued by the Institute of Chartered Accounts of India, the Company has elected to account for stock options based on their intrinsic value (i.e. the excess of quoted market price of the underlying share over the exercise price) at the grant date rather than their fair value at that date. Had the compensation cost for employee stock options been determined on the basis of the fair value approach as described in the SEBI guidelines (and ICAI guidance note), the Company's net profit after tax and basic and diluted earnings per share would have been as per the proforma amounts shown below:

(₹ in Lakhs)

Particulars	March 31, 2013	March 31, 2012
Net profit after tax as reported	**11,555**	18,406
Add: Employee stock option compensation expense as per intrinsic value method	**-**	-
Less: Employee stock option compensation expense as per fair value	**-**	-
Adjusted proforma net profit after tax	**11,555**	18,406
Basic earnings per share as reported	**9.0**	14.1
Basic earnings per share – proforma	**9.0**	14.1
Diluted earnings per share as reported	**9.0**	14.1
Diluted earnings per share – proforma	**9.0**	14.1

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

46. Derivative instruments

The Company uses derivative and forward contracts to hedge its risks associated with foreign currency fluctuations. Such transactions are governed by the strategy approved by the Board of Directors which provides principles on the use of these instruments consistent with the Company's Risk Management Policy. The Company does not use these contracts for trading or speculative purposes. The Company has marked to market the derivative contract outstanding as at March 31, 2013 which has resulted in a net gain to the Company. The Company has not recognised the resulted gain on prudent basis.

Particulars of outstanding Derivative Instrument acquired for hedging	As at March 31, 2013			
	No. of Instruments	Currency	Foreign currency in Lakhs	₹ in Lakhs
(A) Principal only swap (to hedge buyers credit)	**5**	**USD**	**60**	**3,079**
	4	**EUR**	**6**	**365**
(B) Interest rate currency swaps (to hedge buyers credit)	**2**	**SGD**	**16**	**534**
	23	**USD**	**259**	**12,733**

Particulars of outstanding Derivative Instrument acquired for hedging	As at March 31, 2012			
	No. of Instruments	Currency	Foreign currency in Lakhs	₹ in Lakhs
(C) Principal only swap (to hedge buyers credit)	2	USD	23	1,178
	6	EUR	14	835
(D) Interest rate currency swaps (to hedge buyers credit)	4	SGD	66	2,250
	75	USD	783	36,434
(E) Forward contract towards foreign currency term loan	1	USD	51	2,599

Unhedged foreign currency exposures

The foreign currency exposure not covered by forward contracts / other derivative contracts as on March 31, 2013 and March 31, 2012 is given below:

(₹ in Lakhs)

March 31, 2013			March 31, 2012		
Currency	Foreign Currency in Lakhs	Amount in INR in Lakhs	Currency	Foreign Currency in Lakhs	Amount in INR in Lakhs
Trade and other creditors					
USD	**8.40**	**457**	USD	66	3,369
EUR	**0.04**	**3**	EUR	-	-
		460			3,369
Trade Receivables					
USD	**17.57**	**956**	USD	16	813
EUR	**0.09**	**6**	EUR	-	-
		962			813

March 31, 2013			March 31, 2012		
Currency	Foreign Currency in Lakhs	Amount in INR in Lakhs	Currency	Foreign Currency in Lakhs	Amount in INR in Lakhs
Advance from customers					
EUR	**12.15**	**845**	EUR	-	-
USD	**63.44**	**3,450**	USD	-	-
		4,295			-
Buyer's credit					
SGD	**50.30**	**2,205**	SGD	-	-
USD	**378.89**	**20,607**	USD	-	-
		22,812			-

47. a) Loans and advances include ₹ 1,725 lakhs (Previous period: ₹ 8,355 lakhs) due from companies under the same management as defined under Section 370 (1B) of the Act:

(₹ in Lakhs)

	Name of the company	Balance as at		Maximum outstanding during the year	
		March 31, 2013	March 31, 2012	**March 31, 2013**	March 31, 2012
1	Allcargo Shipping Company Private Limited	**116**	20	**123**	4,332
2	Allcargo Logistics Park Private Limited.	**206**	204	**212**	889
3	Southern Terminals & Trading Private Limited.	**-**	19	**28**	1,063
4	AGL Warehousing Private Limited	**53**	11	**56**	3,751
5	Allcargo Belgium N.V	**28**	5,078	**5,078**	6,044
6	Contech Transport Services Private Limited .	**-**	1,583	**1,583**	2,697
7	Asia Lines Limited.	**-**	153	**153**	453
8	Hindustan Cargo Limited.	**36**	97	**97**	2,320
9	Allcargo Belgium N.V (group)	**318**	119	**323**	119
10	Transindia Logistic Park Private Limited	**24**	23	**128**	1,642
11	Amfin Consulting Private Limited(₹ 2750)	**-**	29	**36**	29
12	South Asia Terminals Private Limited	**944**	1,019	**1,019**	1,019
13	ECU Line (India) Pvt Ltd(₹ 33,426) (previous period ₹ 33,426)	**-**	-	**-**	-
	Total	**1,725**	8,355		

b) Debtors include amount recoverable from companies under the same management as defined under Section 370(1B) of the Act.

(₹ in Lakhs)

Name of the company	Balance as at March 31, 2013	Balance as at March 31, 2012
South Asia Terminals Pvt Ltd	**85**	145
Allcargo Belgium NV group	**942**	150
Contech Transport Services Pvt Ltd	**143**	92
Hindustan Cargo Ltd	**326**	210
Transindia Logistic Park Pvt Ltd	**87**	1
Allcargo Logistics Park Pvt Ltd	**3**	-
Comptech Solutions Pvt Ltd	**2**	-
Total	**1,588**	598

48. Buy back of shares

The Board of Directors of the Company in its meeting held on 20 June 2012 approved the buyback of 5,263,158 equity shares of ₹ 2 each fully paid at prices not exceeding ₹ 142.50 per equity shares payable in cash, up to an aggregate amount not exceeding ₹ 7,500 lakhs from the open market through stock exchange(s).

During the year, the Company has bought back and extinguished 4,136,449 equity shares at an average price of ₹ 139.69 per equity share for an aggregate amount of ₹ 5,817 lakhs (inclusive of transaction cost). Since the Company had completed 78% of the buyback offer within a period of 8 months, the Company has announced closure of buyback of its shares with effect from 04 March 2013.

Pursuant to the buy back of shares as aforesaid, the issued, subscribed and paid up capital of the Company reduced from ₹ 2,610 lakhs comprising of 130,547,322 equity shares of ₹ 2 each fully paid to ₹ 2,528 lakhs comprising of 126,410,873 shares of ₹ 2 each fully paid.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

49. Proposed amalgamation of MHTC Logistics Private Limited with the Company

The Board of Directors at its meeting held on 14 February 2012 had approved de-merger of the Project Division of MHTC Logistics Pvt.Ltd., the wholly owned subsidiary of the Company, with the Company effective from April 01, 2012, subject to obtaining necessary approvals of the stake holders and the Hon'ble Bombay High Court. The Board of Directors of the Company at its meeting held on 07 August 2012 reconsidered its decision and approved amalgamation of MHTC Logistics Pvt. Ltd. under Sections 391 to 394 read with sections 78, 100 to 103 of the Companies Act, 1956 with the Company effective from April 01, 2012 ("the appointed Date"), subject to necessary approvals of the stake holders and the Hon'ble Bombay High Court.

The Company has obtained the consent of the Shareholders of the Company to the proposed amalgamation of MHTC Logistics Pvt.Ltd. with the Company at their meeting convened on 25 February 2013 pursuant to directions of the Hon'ble Bombay High Court. Pending the approval of the Hon'ble Bombay High Court and other statutory and regulatory authorities, no impact of the amalgamation is given in the financial statements of the Company for the year ended March 31, 2013.

50. The Ministry of Corporate Affairs, Government of India, vide General Circular No.2 and 3 dated 08 February 2011 and 21 February 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956 subject to fulfillment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary information relating to the subsidiaries has been included in the Consolidated Financial Statements.

51. Prior year comparatives

The previous period financials were for the period January 01, 2011 to March 31, 2012. As such, the previous period financials are not strictly comparable with those of the current year financial statements.

As per our report of even date attached.

For B S R & Co.
Chartered Accountants
Firm Registration No: 101248W

Vijay Bhatt
Partner
Membership No: 036647

For Appan & Lokhandwala Associates
Chartered Accountants
Firm Registration No: 117040W

M.Subramanian
Partner
Membership No: 111106

Place : Mumbai
Date : May 29, 2013

For and on behalf of Board of Directors

Shashi Kiran Shetty
Chairman and
Managing Director

Keki Elavia
Director

Jatin Chokshi
Chief Financial Officer

Shailesh Dholakia
Company Secretary

Place : Mumbai
Date : May 29, 2013

INDEPENDENT AUDITORS REPORT

To
The Board of Directors of
Allcargo Logistics Limited

Report on the consolidated financial statements

We have audited the attached consolidated balance sheet of Allcargo Logistics Limited ('the Company') its subsidiaries, associates and joint ventures (collectively referred to as 'the Group') as at March 31, 2013, and also the consolidated statement of profit and loss and the consolidated cash flow statement (collectively referred to as 'consolidated financial statements') for the year ended on that date, annexed thereto, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the consolidated financial statements

These consolidated financial statements are the responsibility of the Company's management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ('the Act'). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial results are free from material misstatement.

An audit includes performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

We report that, the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard (AS 21) on Consolidated Financial Statements, Accounting Standard (AS 23)-Accounting for Investment in Associates in Consolidated Financial Statements and (AS 27) on Financial reporting of interests in Joint Ventures as prescribed by the Companies (Accounting Standard's) Rules, 2006.

Based on our audit, and to the best of our information and according to the explanations given to us, and on consideration of reports of other auditors on separate financial statements, and on the other relevant financial information of the components, in our opinion, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

(i) in the case of the consolidated balance sheet, of the state of affairs of the Group as at March 31, 2013;

(ii) in the case of consolidated statement of profit and loss, of the profit of the Group for the year ended on that date; and

(iii) in the case of consolidated cash flow statement, of the cash flows of the Group for the year ended on that date.

Other matters

1 We have not audited the financial statements and other financial information of certain subsidiaries whose financial statements reflect the Group's share of total assets of ₹ 102,986 lakhs as at March 31, 2013 and the Group's share of total revenues of ₹ 294,922 lakhs for the year ended on that date, and net cash outflows amounting to ₹ 935 lakhs for the year ended on that date as considered in these consolidated financial statements. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion, in so far as it relates to the amounts included in respect of these subsidiaries based solely on the reports of the other auditors. Our opinion is not qualified in respect of this matter.

2 The financial statements of certain subsidiaries for the year ended March 31, 2013 have been audited by one of the joint auditors, Appan & Lokhandwala Associates, Chartered Accountants. The attached consolidated financial statements include assets of ₹ 29,727 lakhs as at March 31, 2013, revenues of ₹ 6,425 lakhs and net cash inflows amounting to ₹ 700 lakhs in respect of the aforementioned subsidiaries for the year then ended. Our opinion is not qualified in respect of this matter.

3 The financial statements and other financial information of certain joint ventures whose financial statements reflect the Group's share of total revenues of ₹ 1 lakhs for the year ended on that date, in these consolidated financial statements have not been audited by us or by other auditors and the unaudited financial statements as certified by management/ approved by respective Board of Directors of these companies as at and for the year ended 31 March 2013 have been included in these consolidated financial statements, as these are not material to the consolidated financial statements. Our opinion is not qualified in respect of this matter.

For B S R & Co.
Chartered Accountants
Firm's Registration No: 101248W

Vijay Bhatt
Partner
Membership No: 036647

For Appan & Lokhandwala Associates
Chartered Accountants
Firm's Registration No: 117040W

M.Subramanian
Partner
Membership No: 111106

Place : Mumbai
Date : May 29, 2013

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2013

(₹ in Lakhs)

Particulars	Notes	As at March 31, 2013	As at March 31, 2012
EQUITY AND LIABILITIES			
Shareholders funds			
Share capital	6	2,524	2,611
Share application money pending allotment (2013 ₹ 8,600 ; Previous period ₹ Nil)		-	-
Reserves and surplus	7	156,042	146,380
		158,566	148,991
Minority interest		4,331	3,113
Non-current liabilities			
Long-term borrowings	8	38,259	51,658
Deferred tax liability (net)	9	9,434	7,529
Other long term liabilities	10	148	304
Long-term provisions	11	2,088	1,550
		49,929	61,041
Current liabilities			
Short-term borrowings	12	7,500	10,747
Trade payables	13	31,341	29,818
Other current liabilities	14	43,317	28,318
Short-term provisions	11	4,101	2,284
		86,259	71,167
TOTAL		299,085	284,312
ASSETS			
Non-current assets			
Fixed assets			
Tangible fixed assets	15	133,016	122,126
Intangible fixed assets	16	3,861	3,446
Goodwill on consolidation		46,023	45,795
Capital work-in-progress	15	1,239	8,411
Intangible fixed assets under development	16	151	132
Non-current investments	17	9,206	6,384
Long-term loans and advances	18	26,469	23,616
Other non-current assets	19	283	406
		220,248	210,316
Current assets			
Current investments	20	9,385	4,325
Inventories	21	1,105	1,251
Trade receivables	22	38,242	35,761
Cash and bank balances	23	13,820	13,407
Short-term loans and advances	24	12,527	14,579
Other current assets	19	3,758	4,673
		78,837	73,996
TOTAL		299,085	284,312
Significant accounting policies	1-5		
Notes to the consolidated financial statements	6-47		

The notes referred to above are an integral part of the consolidated financial statements.
As per our report of even date attached.

For B S R & Co.
Chartered Accountants
Firm Registration No: 101248W

Vijay Bhatt
Partner
Membership No: 036647

For Appan & Lokhandwala Associates
Chartered Accountants
Firm Registration No: 117040W

M.Subramanian
Partner
Membership No: 111106

Place : Mumbai
Date : May 29, 2013

For and on behalf of Board of Directors

Shashi Kiran Shetty
Chairman and
Managing Director

Keki Elavia
Director

Jatin Chokshi
Chief Financial Officer

Shailesh Dholakia
Company Secretary

Place : Mumbai
Date : May 29, 2013

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2013

(₹ in Lakhs)

Particulars	Notes	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Revenue from operations			
Sale of services	25	392,540	426,964
Other operating revenues	25	141	1,071
		392,681	428,035
Other income	26	6,561	4,515
Total revenue		399,242	432,550
Expenses			
Cost of services rendered	27	269,941	284,537
Employee benefits expenses	28	56,340	60,946
Finance costs	29	4,151	6,427
Depreciation and amortization	30	14,735	13,370
Other expenses	31	30,720	30,123
Total expenses		375,887	395,403
Profit before exceptional items and tax		23,355	37,147
Exceptional items	32	1	44
Net profit before tax		23,354	37,103
Tax expenses:			
a) Current tax		6,323	8,313
Less: MAT credit entitlement		(3,126)	(4,552)
		3,197	3,761
b) Prior year credit		-	(3)
c) Deferred tax charge		1,924	3,577
Net profit before share of profit of associates and share of profit of Minority Interest		18,233	29,768
Less: Profit attributable to minority interest		(1,294)	(1,411)
Add: Share of profit of associates		35	95
Profit for the year/period		16,974	28,452
Earnings per share of face value of ₹ 2 each (₹) before exceptional items	33		
Basic		13.3	21.8
Diluted		13.3	21.8
Earnings per share of face value of ₹ 2 each (₹) after exceptional items	33		
Basic		13.3	21.8
Diluted		13.3	21.8
Significant accounting policies	1-5		
Notes to the consolidated financial statements	6-47		

The notes referred to above are an integral part of the consolidated financial statements.
As per our report of even date attached.

For B S R & Co.
Chartered Accountants
Firm Registration No: 101248W

For Appan & Lokhandwala Associates
Chartered Accountants
Firm Registration No: 117040W

For and on behalf of Board of Directors

Shashi Kiran Shetty
Chairman and Managing Director

Keki Elavia
Director

Vijay Bhatt
Partner
Membership No: 036647

M.Subramanian
Partner
Membership No: 111106

Jatin Chokshi
Chief Financial Officer

Shailesh Dholakia
Company Secretary

Place : Mumbai
Date : May 29, 2013

Place : Mumbai
Date : May 29, 2013

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

(₹ in Lakhs)

	Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
A.	**Cash flow from operating activities**		
	Profit before taxation, share of profit/loss of associates and minority interest	**23,354**	37,103
	Adjustment for:		
	Depreciation / amortisation on fixed assets/investment property	**14,735**	13,370
	Gain on cancellation/settlement of derivatives	**(4,434)**	-
	Provision for doubtful debts	**3,133**	1,331
	Interest expense	**4,151**	6,427
	Interest income	**(443)**	(921)
	Dividend income	**(49)**	(122)
	Profit on sale of fixed assets	**(366)**	(122)
	Rental Income	**(228)**	(290)
	Profit on sale of current investments (net)	**(807)**	(1,211)
	Profit on sale of trade investments (net)	**(1)**	-
	Unrealised foreign exchange loss (net)	**-**	354
	Expense written back on lapse of employee stock options	**(34)**	-
	Operating profit before working capital changes	**39,011**	55,919
	Adjustment for:		
	(Increase)/ decrease in trade receivables	**(5,212)**	2,866
	Decrease/ (increase) in loans and advances	**2,063**	(11,709)
	Decrease/ (increase) in inventories	**146**	(551)
	Decrease/ (increase) in unbilled revenue	**892**	(1,695)
	Increase / (decrease) in trade payables and current liabilities	**1,296**	(3,320)
	Increase in provisions for retirement benefits	**479**	881
	Cash generated from operating activities	**38,674**	42,391
	Taxes paid (net of refunds)	**(6,341)**	(9,299)
	Net cash flow provided by operating activities (A)	**32,333**	33,091
B.	**Cash flow from investing activities**		
	Purchase of fixed assets	**(19,401)**	(64,727)
	Proceeds from sale of trade investments	**4,726**	-
	Purchase consideration paid on acquisition of interests in subsidiaries	**-**	(7,101)
	Acquisition of investment property	**(34)**	-
	Share application money paid	**(218)**	-
	Refund of share application money	**785**	-
	Proceeds from sale of fixed assets	**440**	4,816
	(Purchase)/proceeds from sale of current investments (net)	**(4,255)**	10,144
	Opening cash balance of subsidiaries	**12**	-
	Inter-company deposits given	**(2,045)**	(7,000)
	Inter-company deposits realised	**2,038**	8,300
	Rent received	**228**	290
	Redemption/maturity of bank deposits (having original maturity of more than three months)	**348**	6
	Bank deposits placed (having original maturity of more than three months)	**(529)**	(104)
	Dividend received	**49**	(387)
	Interest income	**554**	1,346
	Net cash flows (used in) investing activities (B)	**(17,301)**	(54,417)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

(₹ in Lakhs)

Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
C. Cash flow from financing activities		
Proceeds from long term borrowings	**14,173**	45,687
Repayment of long term borrowings	**(16,728)**	(15,597)
Repayment of short term borrowings from banks(net)	**(2,036)**	-
Issue of equity shares {₹ Nil (Previous period: ₹ 34,950)}	**-**	-
Buyback of equity shares of the Company	**(5,818)**	-
Share issue expenses	**-**	(20)
Share application money pending allotment {(₹ 8,600) (Previous period: ₹ Nil)}	**-**	-
Overdraft taken (net)	**(1,039)**	391
Bills of exchange (net)	**103**	-
Interest paid	**(5,382)**	(5,557)
Dividend and dividend tax paid	**(743)**	(5,296)
Realisation/settlement of derivatives	**3,007**	-
Proceeds from sale of equity shares to minority group	**80**	-
Proceeds share application money received from minority group	**686**	-
Payment of dividend to minority interest group	**(1,321)**	(1,271)
Net cash flow (used in)/ provided by financing activities (C)	**(15,017)**	18,338
Net increase / (decrease) in cash and cash equivalent (A+B+C)	**14**	(2,988)
Opening balance of cash and cash equivalents (refer note 5 below)	**12,895**	14,298
Add: Exchange difference on translation of foreign currency cash and cash equivalents on opening cash and cash equivalents	**220**	1,585
Closing balance of cash and cash equivalents (refer note 2 below)	**13,128**	12,895
	14	(2,988)

Notes:

1) The above Cash flow statement has been prepared under the indirect method set out in Accounting Standard-3, Cash Flow Statement prescribed in the Companies (Accounting Standard) Rules, 2006.

2) Cash and cash equivalents at year end comprises:

Cash on hand	**303**	253
Balances with scheduled banks		
- current accounts	**12,496**	12,629
- fixed deposit accounts	**-**	-
- exchange earner's foreign currency account	**327**	11
- dividend account	**2**	2
	13,128	12,895

3) During the current year, the Company has discontinued the use of proportionate consolidation from the date it has ceased to exercise joint control over jointly controlled entities. The effect on account of the same has not been considered in the above cash flow statement

4) During the current year, the Company has consolidated certain subsidiaries which were not consolidated in the previous year as the operations of the subsidiaries were not considered to be material in the previous year. The effect on account of the consolidation of the opening balance has not been considered in the above cash flow statement except for opening cash and bank balance which have been disclosed under cash flow from investing as "opening cash balance of subsidiaries" amounting to ₹ 12 lakhs.

5) Cash and cash equivalent for the beginning of the previous year includes ₹ 798 lakhs on account of companies acquired during that period.

As per our report of even date attached.

For B S R & Co.
Chartered Accountants
Firm Registration No: 101248W

For Appan & Lokhandwala Associates
Chartered Accountants
Firm Registration No: 117040W

For and on behalf of Board of Directors

Shashi Kiran Shetty
Chairman and Managing Director

Keki Elavia
Director

Vijay Bhatt
Partner
Membership No: 036647

M.Subramanian
Partner
Membership No: 111106

Jatin Chokshi
Chief Financial Officer

Shailesh Dholakia
Company Secretary

Place : Mumbai
Date : May 29, 2013

Place : Mumbai
Date : May 29, 2013

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

1 Company overview

Allcargo Logistics Limited ('the Company') was incorporated on 18 August 1993 and is a leading multinational company engaged in providing integrated logistics solutions and offers specialised logistics services across multimodal transport operations, inland container depot, container freight station operations, third party logistics operations and project and engineering Solutions. The Company is listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited

2 Principles of consolidation

The consolidated financial statements relate to Allcargo Logistics Limited (the 'Company') and all of its subsidiary companies and companies controlled, that is, companies over which the Company exercises control / joint control over ownership and voting power and the associates and joint ventures (herein after collectively referred to as the 'Group'). The consolidated financial statements have been prepared on the following basis:

a. The financial statements of the Company and its subsidiaries are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions and resultant unrealized profits or losses in accordance with the Accounting Standard – 21 "Consolidated Financial Statements" prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government, in consultation with the National Advisory Committee on Accounting Standards, to the extent applicable.

b. In translating the financial statements of a non-integral operation for incorporation in the consolidated financial statements, the assets and liabilities, both monetary and non-monetary, of the non-integral operation are translated at the closing exchange rate; income and expense items of the the non-integral operation are translated using the average exchange rates prevailing during the reporting period. All resulting exchange differences are accumulated in foreign currency translation reserve until the disposal of the net investment.

c. On the disposal/closure of a non-integral operation, the cumulative amount of the exchange differences which have been deferred and which relate to that operation are recognised as income or expense in the same period in which gain/loss on disposal of the operation is recognised.

d. Investments in subsidiaries are eliminated and differences between the costs of investment over the net assets on the date of the investment in subsidiaries are recognised as goodwill or capital reserve, as the case may be.

e. Minority interest's share of net profit of consolidated subsidiaries for the period is identified and adjusted against the income of the Group in order to arrive at the net income attributable to the equity shareholders of the Company.

f. Minority's share of the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet as a separate item from liabilities and the shareholder's equity.

g. Investments in Joint Venture are dealt in accordance with Accounting Standard (AS) 27 "Financial Reporting of Interests in Joint Ventures" using the proportionate consolidation method. The Company discontinues the use of proportionate consolidation from the date it ceases to have joint control over a jointly controlled entity but retains, either in whole or in part, its interest in the jointly controlled entity. From the date of discontinuing the use of the proportionate consolidation, interest in the jointly controlled entity is accounted as an investment in accordance with Accounting Standard (AS) 13 "Accounting for Investments", or in accordance with Accounting Standard (AS) 23 "Accounting for Investments in Associates", as appropriate. For this purpose, cost of the investment is determined as the Company's share in the net assets of the jointly controlled entity as at the date of discontinuance of proportionate consolidation and is adjusted with the carrying amount of the relevant goodwill/capital reserve, if any.

h. Investment in associates, where the Company directly or indirectly through Subsidiaries holds 20% or more of equity, are accounted for using equity method in accordance with Accounting Standard – 23 "Accounting for investments in associates in consolidated financial statements". The Company accounts for its share in the change of the net assets of the associates, post acquisition after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its statement of profit and loss to the extent such change is attributable to the Associates' statement of profit and loss, based on available information.

i. If, under the equity method, the Company's share of losses of an associate equals or exceeds the carrying amount of the investment, the Company discontinues recognizing its share of further losses and the investment is reported at nil value. Additional losses are provided for to the extent that the Company has incurred obligations or made payments on behalf of the associate to satisfy obligations of the associate that the Company has guaranteed or to which the Company is otherwise committed. If the associate subsequently reports profits, the Company resumes including its share of those profits only after its share of the profits equals the share of net losses that have not been recognised.

j. Goodwill on consolidation represents the excess of purchase consideration over the net book value of assets acquired of the subsidiaries as on the date of investment. Goodwill on consolidation is not amortised but is tested for impairment on each balance sheet date and impairment losses are recognised, where applicable.

k. As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's standalone financial statements. However, in case of depreciation it was not practicable to use uniform accounting policies in case of subsidiaries as mentioned in note 3 (c)

l. The financial statements of the entities used for the purpose of consolidation are drawn upto the same reporting date as that of the parent Company, i.e. March 31, 2013.

m. Investments other than in subsidiaries, associates and joint ventures are accounted as per the Accounting Standard 13 – "Accounting for Investments".

3 Significant accounting policies

The accounting policies set out below have been applied consistently to the periods presented in these financial statements except as explained in the note 4 on changes in accounting policies.

(a) Basis of preparation of consolidated financial statements

The consolidated financial statements are prepared and presented under the historical cost convention, on the accrual basis of accounting and in accordance with the provisions of the Companies Act, 1956 ('the Act'), and the accounting principles generally accepted in India and comply with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government, in consultation with the National Advisory Committee on Accounting Standards, to the extent applicable. The consolidated financial statements are presented in India rupees rounded off to the nearest lakhs.

This is the first year of application of the revised Schedule VI to the Companies Act, 1956 for the preparation of the financial statements of the company. The revised Schedule VI introduces some significant conceptual changes as well as new disclosures. These include classification of all assets and liabilities into current and non-current. The previous year figures have also undergone a major reclassification to comply with the requirements of the revised Schedule VI.

Current / Non-current classification

The Revised Schedule VI to the Act requires assets and liabilities to be classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

(a) it is expected to be realised in, or is intended for sale or consumption in, the entity's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is expected to be realised within twelve months after the balance sheet date; or

(d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date.

Current assets include the current portion of non-current financial asstes. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

(a) it is expected to be settled in the entity's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is due to be settled within twelve months after the balance sheet date; or

(d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date. Terms of a liability that could, at the option of the counterpart, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Operating cycle

Based on the nature of services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/non current classification of assets and liabilities.

(b) Use of Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles in India requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Management believes that the estimates made in the preparation of the financial statements are prudent and reasonable. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

(c) Fixed assets and depreciation/amortization

Fixed assets are stated at cost less accumulated depreciation / amortization and impairment losses, if any. Cost comprises of purchase price and any attributable cost such as duties, freight, borrowing costs, erection and commissioning expenses incurred in bringing the asset to its working condition for its intended use.

Until March 31, 2012, in respect of accounting period commencing on or after 7 December 2006 and ending on or before March 31, 2011, further extended to period ending on or before March 31, 2012 and subsequently extended till period ending on or before March 31, 2020, consequent to the insertion of para 46 of AS-11 'The Effects of Changes in Foreign Exchange Rates', notified under the Companies (Accounting Standards) Rules, 2006, (as more fully explained in Note no.3(n)],the cost of depreciable capital assets includes foreign exchange differences arising on translation of long term foreign currency monetary items as at the balance sheet date in so far as they relate to the acquisition of such assets.

Further, with effect from April 01, 2012, pursuant to the notification dated 29 December 2011, issued by the Ministry of Corporate Affairs inserting the paragraph 46A of the AS 11 'The Effects of Changes in Foreign Exchange Rates', notified under the Companies (Accounting Standards) Rules,2006, the Company opted to record,from the current period foreign exchange transaction for all long term monetary liabilities, as per paragraph 46A of AS-11 (Refer note 4).

Depreciation on fixed assets (including on investment property) except leasehold improvements and ocean going ships is provided on straight line method in the manner and rates prescribed in Schedule XIV to the Act for the group (excluding foreign subsidiaries). Depreciation is charged on a pro-rata basis for assets purchased / sold during the year.

Leasehold improvements are amortized over the primary period of lease.

Capital work-in-progress includes the cost of fixed assets that are not ready to use at the balance sheet date.

On ocean going ships depreciation is charged on remaining estimated useful life of asset under straight line method.

In the case of foreign subsidiaries, the tangible assets are depreciated on a straight line basis, based on rules fixed in relation to the expected economic life of these assets in the group without taking into account any residual value.

Asset class	Rate	Amount included in gross block*	Amount included in net block*
		(₹ in lakhs)	(₹ in lakhs)
Buildings	2%-10%	14,573	8,652
Plant and Machinery	10%-33%	2,329	501
Furniture and Fixtures	10%-33%	7,528	2,218
Other tangible assets	20%-33%	599	303

* The impact of depreciation due to difference in depreciation rates is not material and hence the same is ignored.

Assets costing less than ₹ 5,000 are fully depreciated in the year of acquisition.

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. Assets taken on finance lease are initially capitalised at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to periods during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

(d) Intangible assets and amortisation

Intangible assets, other than goodwill on consolidation comprises of computer software, research and development rights, licenses, leasing and software. The intangible assets are recognised when the asset is identifiable, is within the control of the Group, it is probable that the future economic benefits that are attributable to the asset will flow to the Group and cost of the asset can be reliably measured. Acquired intangible assets are recorded at the consideration paid for acquisition. Intangible assets are amortised on a straight-line basis method as per the rates mentioned below:

Asset Class	Rate of ammortisation
Research and development	20%
Patent and licenses	20%
Software	20%
Leasing and similar rights	20%

(e) Impairment of assets

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

(f) Investments

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long- term investments. However, part of long term investments which is expected to be realised within 12 months after the reporting date is also presented under 'current assets' as "current portion of long term investment" in consonance with the current/ non-current classification scheme of revised Schedule VI. Long term investments (including current portion thereof) are carried at cost less any other-than-temporary diminution in value, determined separately for each individual investment.

Current investments are carried at lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments. Any reduction in the carrying amount and any reversals of such reductions are charged or credited to the statement of profit and loss.

(g) Investment property

Investment in land or buildings that are not intended to be occupied substantially for use by, or in operations of the company or held for rental purpose is classified as investment property. It is measured at cost on initial recognition. Cost includes expenditure that is directly attributable to the acquisition or construction of the investment property. Any gain or loss on disposal of an investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the property) is recognized in statement of profit and loss.

(h) Inventories

Inventories include spares and consumables for heavy equipment assets, bunker and lube oil.The same is valued at cost or net realisable value whichever is lower. The cost is determined on first in first out basis and includes all charges incurred for bringing inventories to their present condition and location.

(i) Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed beyond reasonable time due to other than temporary interruption. All other borrowing costs are charged to the statement of profit and loss as incurred.

(j) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

i) Multimodal Transport Income:

Export revenue is recognised on sailing of vessel and import revenue is recognised upon rendering of related services.

ii) Container freight station Income:

Income from Container Handling is recognized as related services are performed.

Income from Ground Rent is recognized for the period the container is lying in the Container Freight Station. However, in case of long standing containers, the Income is accounted on accrual basis to the extent of its recoverability.

iii) Project and equipment income:

Revenue for project division includes rendering of end to end logistics services comprising of activities related to consolidation of cargo, transportation, freight forwarding and customs clearance services. Income from Project division is recognised when the outcome of the service contract can be estimated reliably; contract revenue and costs are recognised as income and expense when the related activities are performed, measured by reference of the contract activity at the reporting date. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Equipment division mainly comprises of revenue earned from hiring of cranes, trailers and other fleets. Income from transportation of goods is recognized on completion of the delivery of goods/containers. Income from hiring of fleets is recognized on the basis of actual usage of the Group's fleets, per the contractual terms.

iv) Vessel Operating Business:

In case of Vessel Operating Business, Freight and Demurrage earnings are recognized on completed voyage basis. Charter Hire Earnings are accrued on time basis.

v) Third party Logistics income:

Third Party Logistics service charges and management fees are recognised as and when the service is performed as per the contractual terms.

vi) Others:

Reimbursement of cost is netted off with the relevant expenses incurred, since the same are incurred on behalf of the customers.

Interest income is recognized on time proportion basis.

Dividend income is recognized when the right to receive dividend is established.

Profit/loss on sale of current investment is computed with reference to their average cost.

(k) Taxation

Income tax expense comprises current income tax and deferred tax charge or credit.

Current tax provision is made annually based on the tax liability computed in accordance with the provisions of the Income Tax Act, 1961.

The deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period) and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however; where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

Minimum Alternative Tax (MAT) credit is recognized as an asset in accordance with the recommendations contained in the Guidance Note issued by the Institute of Chartered Accountants of India. The said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

(l) Employee benefits

(1) Short term employee benefits

Employee benefits payable wholly within twelve months of availing employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits such as salaries and wages, bonus and ex-gratia to be paid in exchange of employee services are recognised in the period in which the employee renders the related service.

(2) Post employment benefits

Defined contribution plans:

In accordance with Indian regulations, all employees of the Indian entities receive employee benefits in the form of Provident Fund and Employees' State Insurance which are a defined contribution plan and the contributions are charged to the consolidated profit and loss account of the year when such contribution to such funds is due. The Group's contribution towards defined contribution benefit plan is accrued in compliance with the domestic laws of the country in which the consolidated foreign entities operate.

Defined benfit plan:

In case of defined benefit plans such as gratuity, the Group's net obligation in respect of the benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation done by an independent actuary using the Projected Unit Credit Method at each balance sheet date, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

When the calculation results in a benefit to the Company, the recognized asset is limited to the net total of any unrecognized actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

Actuarial gains and losses are recognized immediately in the statement of profit and loss .

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(3) Other long term employment benefits

Compensated absences:

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date as determined by an independent actuary based on projected unit credit method. The discount rates used for determining the present value of the obligation under other long term employment benefits plan, are based on the market yields on Government securities as at the balance sheet date.

(m) Employee s Stock Options Plan

In respect of stock options granted pursuant to the Company's Employee stock Option Scheme ('ESOS'), the intrinsic value of the options (excess of market price of the share over the exercise price of the option) is treated as discount and accounted as employee compensation cost over the vesting period in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time.

(n) Foreign currency transactions

Foreign currency transactions are recorded at the spot rates on the date of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the profit and loss account of the year.

The Central Government has vide its notification dated 31 March 2009 amended Accounting standard (AS) 11, 'The Effects of Changes in Foreign Exchange Rates', notified under the Companies (Accounting Standards) Rules, 2006, to the extent it relates to the recognition of losses or gains arising on restatement of long-term foreign currency monetary items in respect of accounting periods commencing on or after 7 December 2006 and ending on or before 31 March 2011. This notification had been further extended to period ending on or before March 31, 2012 and subsequently extended till period ending on or before 31st March 2020.

As stipulated in the notification, the Group has exercised the option to adopt the following policy irrevocably and retrospectively for accounting periods commencing from 1 April 2007.

Further,with effect from April 01, 2012, pursuant to the notification dated 29 December 2011,issued by the Ministry of Corporate Affairs inserting the paragraph 46A of the AS 11 'The Effects of Changes in Foreign Exchange Rates', notified under the Companies (Accounting Standards) Rules,2006,the Company opted to record from the current period foreign exchange transaction for all long term monetary liabilities,as per paragraph 46A of AS 11.

Long term monetary assets and liabilities, other than those which form part of the Group's net investment in non-integral foreign operations, denominated in foreign currency as at the balance sheet date are translated at the exchange rate prevailing on the balance sheet date and the net exchange gain / loss on such conversion, if any, is:

(a) adjusted to the cost of the asset, where the long-term foreign currency monetary items relate to the acquisition of a depreciable capital asset (whether purchased within or outside India), and depreciated over the balance life of the assets and;

(b) accumulated in 'Foreign Currency Monetary Item Translation Difference Account' (FCMITDA) and amortised over the balance period of long-term monetary asset / liability under (a) above.

Other monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognized in the profit and loss account. Non-monetary asset such as investments in equity shares, etc. are carried forward in the balance sheet at costs.

(o) Operating lease

Lease rentals in respect of assets acquired on operating leases are recognized in the statement of profit and loss on a straight line basis over the lease term.

Assets given by the Company and the group under operating lease are included in fixed assets. Lease income from operating leases is recognised in the statement of profit and loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern in which benefit derived from the leased asset is diminished. Costs, including depreciation, incurred in earning the lease income are recognised as expenses. Initial direct costs incurred specifically for an operating lease are deferred and recognised in the statement of profit and loss over the lease term in proportion to the recognition of lease income.

(p) Earnings per share (EPS)

The Basic EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting year. Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

(q) Provision and contingent liabilities

The Company creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.A disclosure for a contingent liability is made when there is a possible or a present obligation that may, but probably will not require an outflow of resources.When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.Contingent assets are not recognised in the consolidated financial statements.

4. Changes in accounting policies

Exchange differences on long term foreign currency monetary items

Pursuant to the notification dated 29 December 2011, issued by the Ministry of Corporate Affairs inserting the paragraph 46A of the AS 11 'The Effects of Changes in Foreign Exchange Rates', notified under the Companies (Accounting Standards) Rules, 2006, the Company opted to record, from the current period foreign exchange transaction for all long term monetary liabilities, as per paragraph 46A of AS -11. As a result, exchange difference on long term monetary liabilities arising subsequent to April 01, 2011 is restated as per paragraph 46A of AS-11.

The change has resulted in increase of depreciation of ₹ 91 lakhs, reduction in the finance charge of ₹ 820 lakhs and increase in profit after tax of ₹ 747 lakhs for the year ended March 31, 2013.

The above adjustment includes interest reversal of ₹ 820 lakhs and incremental depreciation of ₹ 28 lakhs for the period ended March 31, 2012.

5. Consolidation

(a) The list of subsidiary companies, controlled directly or indirectly by the parent Company, which are included in the consolidated financial statements are as under:

Indian subsidiaries:-

No.	COUNTRY	NAME OF THE COMPANY	% HOLDING
1	India	Hindustan Cargo Ltd	100.00
2	India	HC Logistics Ltd	100.00
3	India	Credo Shipping Agencies (I) Private Limited	100.00
4	India	Contech Transport Services Private Limited	100.00
5	India	Comptech Solutions Private Limited	48.28
6	India	Amfin Consulting Private Limited	100.00
7	India	Ecu Line (India) Private Limited	100.00
8	India	Allcargo Shipping Co.Private Limited	100.00
9	India	South Asia Terminals Private Limited	51.00
10	India	Southern Terminals & Trading Private Limited	100.00
11	India	AGL Warehousing Private Limited	100.00
12	India	Allcargo Logistic Park Private Limited	51.00
13	India	Transindia Logistic Park Pvt.Ltd.	70.00
14	India	MHTC Logistics Private Limited	100.00
15	India	ECU International (Asia) Private Limited	100.00
16	India	Combiline Indian Agencies Private Limited	98.95

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

Foreign subsidiaries:-

No.	COUNTRY	NAME OF THE COMPANY	% HOLDING
1	ALGERIA	Ecu-Line Algerie Sarl	100
2	ARGENTINA	Ecu Logistics SA	100
3	BELGIUM	Ecu-Line N.V.	100
4	BELGIUM	Ecu-Logistics N.V.	100
5	BELGIUM	Ecubro N.V.	100
6	BELGIUM	Ecu-Tech BVBA	100
7	BELGIUM	Ecuhold N.V.	100
8	BELGIUM	Ecu International N.V.	100
9	BELGIUM	Ecu Global Services n.v.	100
10	BELGIUM	HCL Logistics nv	100
11	BELGIUM	AGL N.V.	100
12	BELGIUM	Allcargo Belgium N.V.	100
13	BRAZIL	Ecu Logistics do Brasil Ltda.	100
14	BRAZIL	Flamingo Line do Brasil Ltda	100
15	BULGARIA	Ecu-Line Bulgaria EOOD	100
16	CHILI	Ecu-Line Chile S.A.	100
17	CHILI	Flamingo Line Chile S.A.	100
18	CHINA	Ecu-Line Guangzhou Ltd	100
19	CHINA	CCSS Ltd.	100
20	CZECH REP.	Ecu-Line (CZ) s.r.o.	100
21	ECUADOR	Ecu-Line del Ecuador S.A.	100
22	ECUADOR	Flamingo Line del Ecuador SA	100
23	EGYPT	Ecu Line Egypt Ltd.	100
24	EL SALVADOR	Flamingo Line El Salvador SA de CV	100
25	GERMANY	Ecu-Line Germany GmbH	100
26	GHANA	ELWA Ghana Limited	100
27	GUATEMALA	Flamingo Line de Guatemala S.A.	100
28	HONG KONG	Ecu-Line Hong Kong Ltd.	100
29	HONG KONG	Ecu International Far East Ltd.	100
30	HONG KONG	CCSC Ltd.	100
31	INDONESIA	PT EKA Consol Utama Line	100
32	ITALY	Ecu-Line Italia srl.	100
33	ITALY	Eurocentre Milan srl.	100
34	IVORY COAST	Ecu-Line Côte d'Ivoire Sarl	100
35	JORDAN	Jordan Gulf for Freight Services Agencies Co.LLC	100
36	MALTA	Ecu-Line Malta Ltd.	100
37	MEXICO	CELM Logistics SA de CV	100
38	MEXICO	Ecu Logistics de Mexico SA de CV	100
39	MOROCCO	Ecu-Line Maroc S.A.	100
40	NETHERLANDS	Ecu-Line Rotterdam BV	100
41	NETHERLANDS	Rotterdam Freight Station BV	100
42	PANAMA	Ecu-Line de Panama SA	100
43	PARAGUAY	Ecu-Line Paraguay SA	100
44	PHILIPPINES	Ecu-Line Philippines Inc.	100
45	POLAND	Ecu-Line Polska SP. Z.o.o.	100
46	QATAR	Ecu-Line Doha W.L.L.	100
47	ROMANIA	Ecu-Line Romania SRL	100
48	SINGAPORE	Ecu-Line Singapore Pte. Ltd.	100

No.	COUNTRY	NAME OF THE COMPANY	% HOLDING
49	SOUTH AFRICA	Ecu-Line South Africa (Pty.) Ltd.	100
50	SPAIN	Ecu-Line Spain S.L.	100
51	SPAIN	Mediterranean Cargo Center S.L.	100
52	SRI LANKA	Ecu Line Lanka (Pvt) Ltd.	100
53	TUNISIA	Société Ecu-Line Tunisie Sarl	100
54	TURKEY	Ecu Uluslarasi Tas. Ve Ticaret Ltd. Sti.	100
55	UNITED ARAB	CCC Ltd.	100
56	UNITED ARAB	Star Express Company Ltd.	100
57	UNITED KINGDOM	Ecu-Line UK Ltd.	100
58	URUGUAY	DEOLIX S.A.	100
59	URUGUAY	DLC	100
60	URUGUAY	Guldary S.A.	100
61	VENEZUELA	ELV Multimodal C.A.	100
62	VENEZUELA	Administradora House Line C.A.	100
63	MAURITIUS	aEcu-Line (Indian Ocean Islands) Ltd.	100
64	DUBAI	Asia Line Ltd	100
65	VENEZUELA	Consolidadora Ecu- Line C.A	100
66	SRI LANKA	Contech Transport Services (Pvt) Ltd	100
67	KENYA	Ecu Shipping Logistics (K) Ltd.	99.9
68	UNITED ARAB	Ecu-Line Middle East LLC	86
69	MALAYSIA	Ecu-Line (Johor Bahru) Snd. Bhd.	100
70	UNITED ARAB	Eurocentre FZCO	84.62
71	KENYA	Ecu-Line Kenya Ltd.	82
72	UNITED ARAB	Ecu-Line Abu Dhabi LLC	75.5
73	HONG KONG	CCS Shipping Ltd.	75
74	PERU	Flamingo Line del Peru SA	70
75	PERU	Ecu-Line Peru SA	70
76	JEDDAH	Ecu-Line Saudi Arabia LLC	70
77	ZIMBABWE	Ecu-Line Zimbabwe (Pvt) Ltd.	70
78	JAPAN	Ecu-Line Japan Ltd.	65
79	UNITED KINGDOM	S.H.E. Maritime Services Ltd.	63
80	GERMANY	Translogistik Internationale Spedition GmbH	80.27
81	AUSTRALIA	Ecu-Line Australia Pty Ltd.	60
82	NEW ZEALAND	Ecu-Line NZ Ltd.	60
83	THAILAND	Ecu-Line (Thailand) Co. Ltd.	57
84	CYPRUS	Ecu-Line Mediterranean Ltd.	55
85	HONG KONG	Ecu-Line China Ltd.	51
86	HUNGARY	Ecu-Line Hungary Kft.	51
87	SWITZERLAND	Ecu-Line Switzerland GmbH	51
88	CANADA	Ecu-Line Canada Inc	50
89	CHILE	Cargo Freight Stations S.A	50
90	VIETNAM	Ocean House Ltd.	51
91	COLOMBIA	Ecu-Line de Colombia S.A	100
92	COSTARICA	Conecli International S.A	100
93	BELGIUM	European Customs Broker NV	70
94	VIETNAM	Ecu-Line Vietnam Co. Ltd.	51

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(b) The list of associate companies and joint ventures considered in the consolidated financial statements is as under:

Name of the Company	Country of Incorporation	Nature of interest	% holding
Sealand Warehousing Pvt Ltd (upto 20 June 2012, the Company accounted this investment as Joint venture. Post sale of stake, the Company w.e.f 21 June 2012, has accounted as Associate [refer note 42])	India	Associate	26%
Gujarat Integrated Maritime Complex Pvt.Ltd (upto 20 June 2012, the Company accounted this investment as Joint venture. Post sale of stake, the Company w.e.f 21 June 2012, has accounted as Associate [refer note 42])	India	Associate	26%
Transworld Logistics and Shipping Services Inc.	USA	Associate	45%

(c) With effect from April 01, 2012, the Company has consolidated HC Logistics Limited, Credo Shipping Agencies (I) Private Limited and Combiline Indian Agencies (I) Private Limited, which were not consolidated in the previous year, as the operations of these subsidiaries were not considered to be material in that year. Necessary effects are given in the current year consolidated financial statements.

6 Share capital

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
Authorised capital:		
175,000,000 (previous period: 175,000,000) equity shares of ₹ 2 each	**3,500**	3,500
5,000 (previous period: 5,000) 13% Non cumulative Redeemable Preference Shares of ₹ 100 each	**5**	5
Nil (previous period: 5,000) 1% Non cumulative Redeemable Preference Shares of ₹ 100 each	**-**	5
	3,505	3,510
Issued, subscribed and paid up:		
126,037,382 (previous period: 130,173,831) equity shares of ₹ 2 each, fully paid up	**2,521**	2,604
3,000 (previous period: 3,000) 13% Non cumulative Redeemable Preference Shares of ₹ 100 each, fully paid up	**3**	3
Nil (previous period: 4,196) 1% Non cumulative Redeemable Preference Shares of ₹ 100 each, fully paid up	**-**	4
	2,524	2,611

Sub-notes :

i) Reconciliation of the number of equity shares and preferance shares outstanding at the beginning and at the year end is set as below:

Equity shares	As at March 31, 2013		As at March 31, 2012	
	Number of shares	Amount	Number of shares	Amount
	(Units)	₹ in lakhs	(Units)	₹ in lakhs
At the commencement of the year	**130,173,831**	**2,604**	130,516,968	2,610
Add: Equity shares issued on exercise of employee stock options (previous period includes 3,604 equity shares alloted as bonus shares by capitalisation of securities premium account)	**-**	**-**	30,354	1
Less: Equity shares cancelled on buyback of (refer note 44)	**(4,136,449)**	**(83)**	-	-
Less: Equity shares of the Company held by wholly owned subsidiary (refer note 43)	**-**	**-**	(373,491)	(7)
At the end of the year	**126,037,382**	**2,521**	130,173,831	2,604

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(₹ in Lakhs)

13% Non Cumulative Redeemable Preference shares	As at March 31, 2013		As at March 31, 2012	
	Number of shares	Amount	Number of shares	Amount
	(Units)	₹ in lakhs	(Units)	₹ in lakhs
At the commencement of the year	**3,000**	**3**	3,000	3
Add: Shares issued during the year	**-**	**-**	-	-
At the end of the year	**3,000**	**3**	3,000	3

1% Non Cumulative Redeemable Preference shares	As at March 31, 2013		As at March 31, 2012	
	Number of shares	Amount	Number of shares	Amount
	(Units)	₹ in lakhs	(Units)	₹ in lakhs
At the commencement of the year	**4,196**	**4**	-	-
Add: Shares issued during the year	**-**	**-**	4,196	4
Less: Shares transferred on cessation of JV arrangements during the year	**(4,196)**	**(4)**	-	-
At the end of the year	**-**	**-**	4,196	4

ii) Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. During the year ended March 31, 2013, the Company has proposed final dividend of ₹ 1.50 per equity share (Previous period: dividend of ₹ 1.50 per equity share including interim dividend of Re.1.00 per equity share).The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

iii) Rights, preferences and restrictions attached to preference shares

13% Non cumulative redeemable preference shares of ₹ 100 each shall be redeemed at the end of the 10th year from the date of allotment of Preference Shares at par or at a premium, either wholly or partly in one or more tranche at the option of the company as may be determined by the Board of Directors of the Company from time to time. The Preference shareholder shall be entitled to the dividend on the said preference shares @ 13% per annum as and when declared by the Company in accordance with the provisions of the Companies Act, 1956.

1% Non cumulative redeemable preference shares of ₹ 100 each shall be redeemed at the end of 10th year from the date of allotment of preference shares ar par or at a premium, either wholly or partly in one or more tranche at the option of the company as may be determined by the Board of Directors of the Company from time to time. The Preference shareholder shall be entitled to dividend on the said preference shares @ 1% per annum as and when declared by the Company in accordance with the provisions of the Companies Act, 1956.The said shares have been transferred on cessation of joint venture arrangements with the Group.

iv) Employee stock options

Terms attached to stock options granted to employees are described in note 40 regarding employee share based payments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(₹ in Lakhs)

v) Particulars of shareholders holding more than 5% of a class of shares

Name of equity shareholder	As at March 31, 2013		As at March 31, 2012	
	Number	% of total shares in the class	Number	% of total shares in the class
Equity shares of ₹ 2 each fully paid-up held by-				
- Mr.Shashi Kiran Shetty	**81,623,390**	**64.76**	81,623,390	62.70

Name of preference shareholder	As at March 31, 2013		As at March 31, 2012	
	Number	% of total shares in the class	Number	% of total shares in the class
13% Non cumulative Redeemable Preference shares of ₹ 100 each fully paid-up held by-				
- Sealand Holdings private limited	**3,000**	**100**	3,000	100

Name of preference shareholder	As at March 31, 2013		As at March 31, 2012	
	Number	% of total shares in the class	Number	% of total shares in the class
1% Non cumulative Redeemable Preference shares of ₹ 100 each fully paid-up held by-				
- Sealand Warehousing private limited	**-**	**-**	4196	100

vi) Shares reserved for issue under options and contracts/ commitments for sale of shares/disinvestment

Particulars	As at March 31, 2013		As at March 31, 2012	
	Number (Units)	Amount (₹ in Lakhs)	Number (Units)	Amount (₹ in Lakhs)
Under Allcargo Employee Stock Option plan 2006 (at an exercise price of ₹ 2 per Equity share) (2013: ₹ 60,000)	**30,000**	**-**	57,055	1

vii) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date :

During the five-year period ended March 31, 2013 (March 31, 2012)

(i) 19,767 (previous period: 19,767) equity shares of ₹ 2 each , fully paid up have been alloted as bonus shares by capitalisation of general reserve and securities premium account.

(ii) 91,850 (previous period: 91,850) equity shares of ₹ 2 each under Employee Stock Option Plans for which only exercise price has been recovered in cash.

(iii) During the year, the Company has bought back and extinguished 41,36,449 equity shares at an average price of ₹ 139.69 per equity share for an aggregate amount of ₹ 5,817 lakhs (Refer note 44).

7 Reserves and surplus

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
Capital reserves		
At the commencement of the period	**7,749**	7,749
Add : Additions due to foreign exchange translation	**135**	-
At the end of the period	**7,884**	7,749
Securities premium account		
At the commencement of the period	**54,608**	54,176
Add : Securities premium received on shares issued on Employee stock options exercised during the year	**-**	36
Add : Group share in joint venture	**-**	415
Less: Premium paid on buy back of equity shares	**(5,735)**	-
Less: Capitalised on issue of Bonus shares issued during the year (2013 ₹ Nil ; previous period ₹ 7,208)	**-**	1
Less: Share issue expenses	**-**	(20)
Less: Minority interest	**(397)**	-
Less: Elimination on disposal of joint venture	**(415)**	-
At the end of the period	**48,061**	54,608
Employee stock options outstanding account		
At the commencement of the year	**87**	123
Less: Employee stock option exercised during the year	**-**	(36)
Less: Employee stock option lapsed during the year	**(34)**	-
At the end of the year	**53**	87
General reserve		
At the commencement of the year	**13,937**	11,515
Add : Amount transferred from Surplus	**1,156**	1,930
Add : Additions due to foreign exchange translation	**71**	492
At the end of the year	**15,164**	13,937
Capital redemption reserves		
At the commencement of the year	**3**	3
Add : Amount transferred from Profit and loss on buyback of equity shares	**83**	-
Add : Created during the year out of free reserves for redemption of Preference shares	**18**	-
At the end of the year	**104**	3
Revaluation reserve		
At the commencement of the year	**-**	103
Less:deductions/adjustments	**-**	(103)
At the end of the year	**-**	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

7 Reserves and surplus (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
Tonnage tax reserve		
At the commencement of the year	**152**	-
Add : Amount transferred from Surplus	**-**	152
Less : Amount transferred to tonnage tax reserves (utilised)	**(152)**	-
At the end of the year	**-**	152
Tonnage tax reserve (utilised)		
At the commencement of the year	**-**	-
Add : Amount transferred from tonnage tax reserves	**152**	-
At the end of the year	**152**	-
Exchange translation reserve		
At the commencement of the year	**2,673**	(563)
Add : Additions due to foreign exchange translation	**814**	3,236
At the end of the year	**3,487**	2,673
Surplus in statement of profit and loss		
At the commencement of the year	**67,456**	43,349
Add : brought forward loss [refer note 5(c)]	**(4)**	-
* Add : Profit for the year	**16,974**	28,452
Add : Elimination on disposal of Joint venture	**455**	-
	84,881	71,801
Less : Appropriations		
- Proposed equity dividend [₹ 1.5 per share (previous period: Re 0.50)] per equity share of ₹ 2 each*	**1,882**	653
- Tax on proposed equity dividend*	**320**	106
- Transfer to general reserve	**1,156**	1,930
- Interim equity dividend	**-**	1,292
- Tax on interim equity dividend	**-**	212
- Transfer to tonnage tax reserve	**-**	152
- Creation of capital redemption reserve for redemption of preference shares	**19**	-
- Transferred to capital redemption reserve on buy back of equity shares	**82**	-
Total appropriations	**3,459**	4,345
Net surplus in the statement of consolidated profit and loss	**81,422**	67,456
Less: Equity shares of the Company held by wholly owned subsidiary (Refer note 43)	**(285)**	(285)
Total reserves and surplus	**1,56,042**	1,46,380

* Proposed equity dividend and tax on proposed dividend are net of reversal of excess provision of previous period pertaining to equity shares bought back before the record date of dividend, aggregating to ₹ 13 lakhs and ₹ 2 lakhs respectively.

8. Long term borrowings

(₹ in Lakhs)

Particulars	Non-current portion		Current portion*	
	March 31, 2013	March 31, 2012	**March 31, 2013**	March 31, 2012
Term loans (secured)				
From banks	**14,933**	11,392	**4,332**	4,207
Buyers' credit	**17,666**	35,595	**21,246**	8,486
From financial institutions and others	**-**	-	**-**	9
Finance lease obligations [refer note 36 (b)]	**1,716**	1,641	**327**	274
Vehicle finance loans	**3,163**	2,289	**1,469**	1,152
Term loans (Unsecured)				
Loan from minority shareholder	**781**	694	**-**	-
Add: Group share in joint venture	**-**	47	**-**	-
	38,259	51,658	**27,374**	14,128

* Amount disclosed under 'other current liabilities' - refer note 14.

(A) Nature of the security

(i) Term Loans are secured against certain existing Fixed Assets, mortgage of certain immovable properties, specific Fixed Assets financed by the bank, Current Assets of certain subsidiary, Corporate Guarantee / Comfort Letter from Promoters, Stand by Letter of Credits from an Indian Bank and pledge of shares of certain subsidiary company.

(ii) Buyer's credit is secured against equipments financed by the Bank.

(iii) Assets taken on Finance lease are secured against specific immovable property.

(iv) Vehicle finance loans are secured against vehicle financed by the Bank.

(B) Repayment schedule of Long-term loans

(i) Bank Loan (₹ in Lakhs)

Rate of Interest	Repayment Schedule						
	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-30
1.55+ Euribor 1 month	639	320	-	-	-	-	-
1.45+ Euribor 3 month	124	-	-	-	-	-	-
2.25+ Euribor 3 month	1,524	1,524	196	-	-	-	-
10.25%	1,250	1,250	1,250	1,250	1,250	625	-
1.79%	111	111	111	111	111	111	851
3.00+ Euribor 3 months	212	212	212	212	212	203	-
4.82%	22	-	-	-	-	-	-
13.25%	273	312	328	-	-	-	-
9.36%	3	-	-	-	-	-	-
9.49%	12	-	-	-	-	-	-
9.43%	1	-	-	-	-	-	-

(ii) Buyers Credit

Rate of Interest	Repayment Schedule 2014-15
1-5%	6,446
5-10%	11,220

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(iii) Vehicle Finance Rupee Loan **(₹ in Lakhs)**

Rate of Interest	Repayment Schedule		
	2014-15	2015-16	2016-17
8.66%	3	2	-
8.75%	137	68	-
9.43%	250	250	-
9.50%	301	332	217
10.00%	234	257	86
10.15%	64	70	19
10.20%	46	8	-
10.25%	13	14	3
10.50%	133	126	2
10.56%	250	50	-
11.24%	65	24	-
11.53%	92	47	-

The vehicle loan has to be repaid based on monthly installment during the period from April 01, 2014 to January 05, 2017 and the Buyers Credit are paid based on the Contractual terms, starting April 02, 2014 to March 17, 2015.

(iv) Loan from minority shareholder

Rate of Interest	Repayment Schedule 2014-15
10.00%	781

9 Deferred tax liability (net)

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
Deferred tax liability		
Excess of depreciation/ amortisation on fixed assets under income-tax law over depreciation/ amortisation provided in accounts	**11,715**	9,238
	11,715	9,238
Deferred tax assets		
Provision for employee benefits	**184**	132
Preliminary expenses under section 35D/35DD of Income Tax Act, 1961	**94**	169
Provision for doubtful trade receivables	**1,409**	568
Carry forward losses	**590**	833
Others	**4**	7
	2,281	1,709
Deferred tax liability (net)	**9,434**	7,530

10 Other long-term liabilites

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
Security deposit received	**143**	101
Advance received from customers	**5**	203
	148	304

11 Provisions

(₹ in Lakhs)

Particulars	Long-term		Short-term	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
Provision for employee benefits				
Gratuity (refer note 37)	**191**	164	**4**	116
Compensated absences (refer note 37)	**1,867**	1,332	**147**	97
	2,058	1,496	**151**	213
Other provisions				
Proposed equity dividend	**-**	-	**1,896**	653
Tax on proposed equity dividend	**-**	-	**322**	106
Provision for current tax (net of advance tax of ₹ 7,189 lakhs Previous Period ₹ 6,702 lakhs)	**30**	54	**1,732**	1,312
	30	54	**3,950**	2,071
	2,088	1,550	**4,101**	2,284

12 Short-term borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
Unsecured		
Loan from minority shareholder	**71**	-
Foreign currency term loan	**-**	2,599
Rupee term loan	**3,500**	3,500
Secured		
Working capital term loan	**3,540**	3,323
Bank overdraft	**60**	1,099
Bills discounting	**329**	226
	7,500	10,747

Notes

(a) Loan from minority shareholder carry interest @10% p.a.

(b) Foreign currency term loan carry interest @11.25% p.a. and was repaid on 5 March 2013.

(c) Rupee Term loan represents working capital loan carry interest @12% p.a. and is repayable on 16 April 2013.

(d) Working Capital Loan is secured against certain immovable property, pari-pasu charge on present and future movable assets, inventories and book debts.

(e) Bank Overdraft facilities from bank carry interest ranging from 10-13% p.a. computed on a monthly basis on the actual amount utilised, and are repayable on demand. These are secured against certain immovable property situated in mumbai, pari-pasu charge on present and future movable assets, inventories and book debts.

(f) Working capital term loan carry interest @1.45%+Euribor 1 week. The same is getting renewed on weekly basis.

(g) Bills discounting facilities carry interest ranging from 12-14% p.a.

13 Trade payables

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
Trade payables	**31,341**	29,818
	31,341	29,818

14 Other current liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
Current maturities of long-term borrowings (Refer Note - 8)	**27,047**	13,854
Current maturities of finance lease obligations [Refer Note 36 (b) and Refer Note - 8]	**327**	274
Interest accrued but not due on borrowings	**416**	827
Forward cover premium payable	**11**	185
Advance received from customers	**601**	939
Security deposit	**90**	56
Capital creditors	**3,674**	3,558
Income received in advance	**1,999**	1,622
Amount liable to deposited to investor education and protection fund but not yet due for deposits		
- Unpaid dividend	**2**	2
Statutory dues payable		
Service tax payable	**72**	120
TDS payable	**497**	472
VAT/WCT payable	**1,493**	1,030
ESIC payable (Previous period ₹ 20,613)	**1**	-
Professional tax payable (Previous period ₹ 4,066)	**1**	-
Provident fund payable	**469**	571
Pension fund payable	**430**	389
Employee benefits payable	**2,164**	1,807
Director commission payable	**827**	955
Advance against sale of assets	**91**	543
Advance against sale of investments	**2,333**	-
Temporary book overdraft	**80**	45
Purchase consideration payable	**600**	600
Others	**92**	457
Add: Group share in joint venture	**-**	12
	43,317	28,318

15 Tangible fixed assets

Description	Freehold Land	Leasehold Land	Building	Leasehold improvements	Plant and machinery	Vessel	Heavy equipments & Commercial vehicle	Other vehicles	Office Equipment - Others	Office Equipment - Computers	Furniture & fixtures	Other Tangible Assets	Total
Gross Block													
Balance as at January 01, 2011	2,609	5,515	17,529	63	3,580	3,614	53,618	308	387	1,223	6,707	412	95,565
Additions	2,930	-	12,196	146	1,667	668	31,666	118	269	233	1,664	4	51,561
On acquistions during the year	842	27	12	-	498	-	1,545	95	28	59	12	-	3,118
Disposals	(35)	-	(7)	(29)	(86)	-	(1,857)	(42)	(14)	(240)	(62)	-	(2,372)
Other adjustments													
Exchange differences	-	-	1,225	-	219	-	3,396	-	-	-	451	21	5,312
Group share in Joint venture	5,006	-	-	-	-		-	-	1	-	5	-	5,012
Balance as at March 31, 2012	11,352	5,542	30,955	180	5,878	4,282	88,368	479	671	1,275	8,777	437	158,196
Balance as at April 01, 2012	11,352	5,542	30,955	180	5,878	4,282	88,368	479	671	1,275	8,777	437	158,196
Additions	233	438	10,354	29	3,382	3,700	6,408	15	303	175	1,807	274	27,118
Disposals/ adjustments	(5,006)	-	(21)	-	(663)	-	(872)	(16)	(22)	(97)	(395)	(9)	(7,101)
Other adjustments													
Exchange differences others	-	-	378	-	92	-	3,659	-	-	-	26	39	4,194
Balance as at March 31, 2013	**6,579**	**5,980**	**41,666**	**209**	**8,689**	**7,982**	**97,563**	**478**	**952**	**1,353**	**10,215**	**741**	**182,407**
Depreciation													
Balance as at January 01, 2011	-	508	3,301	53	1,917	129	10,760	93	40	776	4,172	192	21,941
Depreciation for the year	1	229	2,507	16	442	686	7,822	53	19	225	932	50	12,982
On acquistions during the year	6	-	8	-	60	-	1,170	36	15	50	4	-	1,349
Accumulated depreciation on disposals/ adjustments	-	-	480	(29)	139	-	(738)	(19)	(7)	(220)	168	24	(202)
Balance as at March 31, 2012	7	737	6,296	40	2,558	815	19,014	163	67	831	5,276	266	36,070
Balance as at April 01, 2012	7	737	6,296	40	2,558	815	19,014	163	67	831	5,276	266	36,070
Depreciation for the year	1	195	1,445	20	329	873	10,167	25	42	159	956	106	14,318
Accumulated depreciation on disposals/ adjustments	-	-	111	-	(248)	-	(406)	(12)	(11)	(95)	(269)	(67)	(997)
Balance as at March 31, 2013	**8**	**932**	**7,852**	**60**	**2,639**	**1,688**	**28,775**	**176**	**98**	**895**	**5,963**	**305**	**49,391**
Net Block													
As at March 31, 2012	11,345	4,805	24,659	140	3,320	3,467	69,354	316	604	444	3,501	171	122,126
As at March 31, 2013	**6,571**	**5,048**	**33,814**	**149**	**6,050**	**6,294**	**68,788**	**302**	**854**	**458**	**4,252**	**436**	**133,016**
Capital work-in-progress													
Balance as at April 01, 2011	-	-	3,428	103	-	-	735	-	-	-	2	-	4,268
Additions	-	-	6,361	-	21	-	30,808	4	-	1	-	-	37,195
Assets capitalised during the year*	-	-	(4,402)	-	(21)	-	(29,535)	(4)	-	-	(1)	-	(33,963)
Group share in joint venture	-	-	911	-	-	-	-	-	-	-	-	-	911
Balance as at March 31, 2012	-	-	6,298	103	-	-	2,008	-	-	1	1	-	8,411
Balance as at April 01, 2012	-	-	6,298	103	-	-	2,008	-	-	1	1	-	8,411
Additions	-	-	10,424	-	79	-	4,699	-	28	5	3	-	15,238
Assets capitalised during the year	-	-	(15,632)	-	(41)	-	(6,705)	-	(28)	(2)	(2)	-	(22,410)
Balance as at March 31, 2013	**-**	**-**	**1,090**	**103**	**38**	**-**	**2**	**-**	**-**	**4**	**2**	**-**	**1,239**

* includes cenvat on capital goods

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

15 Tangible fixed assets (Continued)

1) Pursuant to the notification dated December 29, 2011, issued by the ministry of Corporate Affairs inserting the paragraph 46A of Accounting Standard 11 ('AS 11') 'The Effects of Changes in Foreign Exchange Rates', the Company opted to record, from the current period foreign exchange transaction for all the long term monetary liabilities, as per paragraph 46A of AS11. As a result, exchange difference on long term monetary liabilities arising subsequent to April 1, 2011 is restated as per the para 46A.This change has resulted in increase in depreciation of ₹ 91 lakhs, reduction in the finance charges of ₹ 820 lakhs, and increase in profit after tax of ₹ 746 lakhs for the year ended March 31, 2013. The above adjustment includes interest reversal of ₹ 820 lakhs and incremental depreciation of ₹ 28 lakhs for the period ended March 31, 2012.

2) Acquisitons during the previous period include the value of fixed assets transferred on acquisition of MHTC Logistics Private Limited, Gujrat Integrated Maritime Complex Private Limited and Transindia Logistics Park Private Limited.

3) The Company has leased out Cranes and Equipments for a period ranging 6-9 months. The Lease rental income recognised in the statment of profit and loss is ₹ 23,439 lakhs (previous period : ₹ 27,768 lakhs). The gross value of the assets leased out is ₹ 82,830 lakhs (previous period : ₹ 81,536 lakhs). Accumulated Depreciation of the assets leased out is ₹ 23,916 lakhs (previous period : ₹ 16,485 lakhs). The depreciation recognised in the statement of profit and loss account for the assets leased out during the year is ₹ 9,347 lakhs (previous period ₹ 7,211 lakhs)

4) The gross and net carrying amount of assets acquired under finance leases and included in above is as follows:-

Particulars	March 31, 2013			March 31, 2012		
	Gross Block	**Accumulated Depreciation / impairment**	**Net block**	Gross Block	Accumulated Depreciation / impairment	Net block
Building	**4,193**	**1,899**	**2,294**	4,121	1,660	2,461

5) Deductions / adjustments includes foreign exchange difference arising due to translation of all foreign subsidiaries fixed assets at closing exchange rate.

6) During the current year, the Company has discontinued the use of proportionate consolidation from the date it has ceased to exercise joint control over jointly controlled entities which includes Sealand Warehousing Private limited and Gujrat Integrated Maritime Complex Private Limited. Current year disposal/adjustments include the value of fixed assets adjusted on account of the discontinuance of use of proportionate consolidation method for accounting of fixed assets of these companies (refer note 42)

16 Intangible fixed assets

(₹ in Lakhs)

Description	Research and Development / Licenses and Concessions	Software Packages	Leasing & Similar Rights	Total
Gross Block				
Balance as at January 01, 2011	2,397	406	654	3,457
Additions	1,085	68	364	1,517
Disposals	-	(14)	-	(14)
Other adjustments				
Exchange differences	354	-	74	428
Balance as at March 31, 2012	3,836	460	1,092	5,388
Balance as at April 01, 2012	3,836	460	1,092	5,388
Additions	80	135	420	635
Other adjustments				
Exchange differences	59	-	10	69
Balance as at March 31, 2013	**3,975**	**595**	**1,522**	**6,092**
Amortisation				
Balance as at January 01, 2011	991	97	297	1,385
Amortisation for the year	163	66	49	278
Accumulated amortisation on disposals	43	(14)	250	279
Balance as at March 31, 2012	1,197	149	596	1,942
Balance as at April 01, 2012	1,197	149	596	1.942
Amortisation for the year	156	89	71	316
Accumulated amortisation on disposals	(22)	-	(5)	(27)
Balance as at March 31, 2013	**1,331**	**238**	**662**	**2,231**
Net Block				
As at March 31, 2012	2,639	311	496	3,446
As at March 31, 2013	**2,644**	**357**	**860**	**3,861**
Intangibles assets under development				
Balance as at January 01, 2011	-	3	-	3
Additions	-	129	-	129
Assets capitalised during the year	-	-	-	-
Balance as at March 31, 2012	-	132	-	132
Balance as at April 01, 2011	-	132	-	132
Additions	-	150	-	150
Assets capitalised during the year	-	(131)	-	(131)
Balance as at March 31, 2013	**-**	**151**	**-**	**151**

1) Deductions/Adjustments includes foreign exchange difference arising due to translation of all foreign subsidiaries fixed assets at closing exchange rate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

17 Non-current investments (valued at cost unless stated otherwise)

(I) Other investments (₹ in Lakhs)

Particular	As at March 31, 2013	As at March 31, 2012
Other investments : quoted		
Investment in equity instruments (fully paid-up)		
Nil (previous period: 10,000) Equity Shares of Qpro Infotech Limited of ₹ 10 each	-	1
Nil (previous period: 2,500) Equity Shares of Allsoft Corporation Limited of ₹ 10 each	-	1
1,800 (previous period: 1,800) Equity Shares of Tata Motors Limited of ₹ 2 each	1	1
500 (previous period: 500) Equity Shares of Sree Rayalseema Alkalies and Allied Chemicals Limited of ₹ 10 each (₹ 25,755, previous period: ₹ 25,755)	-	-
125 (previous period: 125) Equity Shares of Gateway Distripark Limited of ₹ 10 each (₹ 24,852, previous period: ₹ 24,852)	-	-
1,970 (previous period: 1,970) Equity Shares of Reliance Industries Limited of ₹ 10 each	2	2
47 (previous period: 47) Equity Shares of Reliance Capital Limited of ₹ 5 each (₹ 2,363, previous period: ₹ 2,363)	-	-
954 (previous period: 954) Equity Shares of Reliance Communication Limited of ₹ 5 each	1	1
71 (previous period: 71) Equity Shares of Reliance Infrastructure Limited of ₹ 10 each (₹ 13,270, previous period: ₹ 13,270)	-	-
238 (previous period: 238) Equity Shares of Reliance Power Limited of ₹ 10 each (₹ 1,272, previous period: ₹ 1,272)	-	-
1,000 (previous period: 1,000) Equity Shares of Gujarat Industrial Power Company Limited of ₹ 10 each (₹ 40,996, previous period: ₹ 40,996)	-	-
500 (previous period: 500) Equity Shares of Avon Organics Limited of ₹ 10 each (₹ 21,585, previous period: ₹ 21,585)	-	-
500 (previous period: 500) Equity Shares of DCM Shree Ram Industries Limited of ₹ 2 each	1	1
100 (previous period: 100) Equity Shares of India Cements Limited of ₹ 10 each (₹ 21,998, previous period: ₹ 21,998)	-	-
1,000 (previous period: 1,000) Equity Shares of KG Denim Limited of ₹ 10 each (₹ 42,180, previous period: ₹ 42,180)	-	-
1,000 (previous period: 1,000) Equity Shares of Kohinoor Foods Limited of ₹ 10 each	1	1
1,000 (previous period: 1,000) Equity Shares of Pricol Limited of ₹ 1 each	1	1
700 (previous period: 700) Equity Shares of Rane Madras Limited of ₹ 10 each	1	1
885 (previous period: 885) Equity Shares of KEC International Limited of ₹ 10 each	1	1
512 (previous period: 512) Equity Shares of Navneet Publications India Limited of ₹ 2 each (₹ 12,050, previous period: ₹ 12,050)	-	-
500 (previous period: 500) Equity Shares of Andhra Petrochemicals Limited of ₹ 10 each (₹ 9,547, previous period: ₹ 9,547)	-	-
1,000 (previous period: 1,000) Equity Shares of KS Oils Limited of ₹ 1 each	1	1
1,500 (previous period: 1,500) Equity Shares of Crane Software Limited of ₹ 10 each	1	1
1,500 (previous period: 1,500) Equity Shares of KCP Sugars Limited of ₹ 10 each (₹ 38,066, previous period: ₹ 38,066)	-	-
1,500 (previous period: 1,500) Equity Shares of AMD Metplast Limited of ₹ 10 each (₹ 44,343, previous period: ₹ 44,343)	-	-
1,000 (previous period: 1,000) Equity Shares of Ramco Industries Limited of ₹ 10 each	1	1
100 (previous period: 100) Equity Shares of Trent Limited of ₹ 10 each	1	1
200 (previous period: 200) Equity Shares of Aban offshore Limited of ₹ 2 each	1	1
1,000 (previous period: 1,000) Equity Shares of Hindustan Zinc Limited of ₹ 10 each	1	1
1,500 (previous period: 1,500) Equity Shares of Somany Ceramics limited of ₹ 10 each	1	1
1,000 (Previous year: 1,000) Equity Shares of Jayaswal Neco Industries Limited of ₹ 10 each (₹ 31,178, previous period: ₹ 31,178)	-	-
1,085 (previous period: 1,085) Equity Shares of Apcotex Limited of ₹ 10 each	1	1
(A)	**19**	22

(II) Trade investments : unquoted (₹ in Lakhs)

Particular	As at March 31, 2013	As at March 31, 2012
Investment in equity instruments of companies (fully paid-up)		
10 (previous period: 10) Equity shares of Alltrans Port Management Private Limited of ₹ 100 each (₹ 1,000, previous period: ₹ 1,000)	-	-
21,800 (previous period: 21,800) Equity shares of Transnepal Freight Services Private Limited of Nepal Rupees 100 each	14	14
Nil (previous period: 50,000) Equity Shares of HC Logistics Limited of ₹ 10 each [Refer note 5(c)]	-	5
Nil (previous period: 10,000) Equity Shares of Credo Shipping Agencies (I) Private Limited of ₹ 10 each [Refer note 5(c)]	-	1
4,000 (previous period: 4,000) Equity Shares of Zorastrian Co-op. Bank Limited of ₹ 25 each	1	1
30 (previous period: 30) Equity Shares of Mandvi Co-op. Bank Limited of ₹ 10 each (₹ 300, previous period: ₹ 300)	-	-
Nil (previous period: 3,019) Equity Shares of Combiline Indian Agencies Private Limited of ₹ 10 each [Refer note 5(c)]	-	3
70 (previous period: 70) Equity Shares of European Custom Broker NV of Euro 620 each	31	31
10 (previous period: 10) Equity Shares of Ecu Nordic NV of Euro 25 each (₹ 17,386, previous period: ₹ 17,085)	-	-
25 (previous period: 25) Equity Shares of International Negotiation Associates of Euro 620 each	11	11
(B)	57	66
Investment in equity instruments of associates (fully paid-up)		
Cost of Investments:		
90 (Previous period : 90) Ordinary shares of Transworld Logistics and Shipping Services Inc. of USD 500 each	106	11
2,430,900 (Previous year: 4,674,807) Equity shares of Sealand Warehousing Private Limited of ₹ 10 each	243	-
26,000 (Previous year: 45,000) Equity shares of Gujarat Integrated Maritime Complex Private Limited of ₹ 10 each	3,043	-
Add: Share of post acquisition profit	35	95
(C)	3,427	106
Group share in joint venture	-	420
(D)	-	420
(III) Other non-current investments		
Investment property (at cost less accumulated depreciation)		
Freehold Land	89	89
Building	5,879	5,845
Less: Accumulated depreciation	(265)	(164)
Net book value **(E)**	5,703	5,770
(A)+(B)+(C)+(D)+(E)	9,206	6,384
Quoted non-current investments		
Aggregate book value	19	22
Aggregate market value	31	45
Aggregate book value of unquoted non-current investments	9,187	6,362
Aggregate provision for dimunition in value of non-current investments	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

18 Long-term loans and advances

(₹ in Lakhs)

Particulars	Non-current portion		Current portion*	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
To parties other than related parties				
Capital advances	**4,047**	5,094	**-**	-
(Unsecured and considered good)				
A	**4,047**	5,094	**-**	-
Security deposits				
(Unsecured)				
Considered good	**1,736**	1,413	**253**	55
Considered doubtful	**25**	25	**-**	-
Less: Provision for doubtful deposits	**(25)**	(25)	**-**	-
Other advances (Unsecured and considered good)	**200**	-	**-**	-
B	**1,936**	1,413	**253**	55
Other loans and advances				
Secured and considered good				
Loans to employees	**7**	7	**39**	33
				-
Unsecured and considered good				-
Inter corporate deposits	**545**	520	**1,682**	1,700
Balance with customs and ports	**6**	3	**401**	476
Prepaid expenses	**34**	-	**641**	308
CENVAT credit receivable	**85**	-	**756**	1,897
Advance tax recoverable (net of provisions of Rs 4,446 lakhs (previous period: Rs 3,893 lakhs)	**3,924**	3,519	**198**	193
MAT credit entitlement	**12,805**	9,678	**-**	-
Other advances	**777**	616	**6,306**	6,420
C	**18,183**	14,343	**10,023**	11,027
D=A+B+C	**24,166**	20,850	**10,276**	11,082
To related parties				
(Unsecured and cosidered good)				
Security deposits	**2,303**	2,764	**193**	-
E	**2,303**	2,764	**193**	-
Add: Group Share in joint venture	**-**	2	**-**	86
F=D+E	**26,469**	23,616	**10,469**	11,168

19 Other current assets

(unsecured considered good, unless stated otherwise) **(₹ in Lakhs)**

Particulars		Non-current		Current	
		March 31, 2013	March 31, 2012	**March 31, 2013**	March 31, 2012
Non current bank balance (refer note 23)		**9**	4	**-**	-
	A	**9**	4	**-**	-
Other					
Contractually reimbursement expenses		**-**	-	**-**	40
Foreign currency receivable		**-**	-	**-**	99
Unamortised premium on forward contracts		**-**	-	**-**	175
Unbilled revenue		**64**	171	**3,406**	4,191
Advance towards share application money		**-**	-	**253**	35
Interest accrued on investments		**-**	-	**6**	109
Interest accrued on fixed deposits		**-**	-	**3**	11
Insurance claim receivable		**210**	226	**90**	-
Other		**-**	5	**-**	13
	B	**274**	402	**3,758**	4,673
	A+B	**283**	406	**3,758**	4,673

20 Current investments

(valued at lower of cost and fair value) **(₹ in Lakhs)**

Particulars	As at March 31, 2013	As at March 31, 2012
Investment in equity instruments- quoted		
Nil (previous period: 44,641) Equity Shares of Gateway Distripark Limited of ₹ 10 each (₹ 1,708)	**-**	48
Investment in mutual funds- unquoted		
Nil (previous period: 5,000,000) units of Birla Sun Life Short Term FMP Series 29 Growth Plan	**-**	500
Nil (previous period: 3,447,348.64) units of Reliance Quarterly Interval Fund - Series III Institutional Growth Plan	**-**	500
10,150.48 (previous period: 26,459.37) units of Taurus Short Term Income Fund - Dividend Plan	**205**	486
Nil (previous period: 1,415,216.71) units of DWS Cash Opportunities Fund - Regular Plan Growth	**-**	202
Nil (previous period: 4,412,920.02) units of DWS Treasury Fund Investment - Institutional Plan Growth	**-**	533
Nil (previous period: 7,999,990) units of Edelweiss Fixed Maturity Plan - Series 5 (91 Days) - Growth Plan	**-**	800
Nil (previous period: 1,876,095.80) units of JM Money Manager Fund Regular Plan - Growth (168)	**-**	278
Nil (previous period: 3,518,310.03) units of JM Money Manager Super Plus Plan - Growth (172)	**-**	533
1,201,718 (previous period: 1,570,907) units of JP Morgan Super institutional DDRP	**120**	157
17.006% Treasury Bill of CFC Stanbic Bank of Kshs 1,000,000	**6**	6
260,805.035 (previous period: 260,805.035) units of DWS Money Plus Fund	**27**	26
21,580.81 (previous period: 8,694.538) units of Religare Ultra Short Term Fund- Regular Daily Dividend	**216**	222
Nil (previous period: 308,484.26) units of Franklin Templeton India Treasury	**-**	34
185,972.58 (Previous period: Nil) units of Birla SL FRF Long Term Growth	**259**	-
3,889,376.45 (Previous period:Nil) units of IDFC Dynamic Bond Fund Growth	**547**	-
12,634.56 (Previous period:Nil) units of Indiabulls Liquid Fund Growth	**144**	-
1,335,368.47 (Previous period:Nil) units of JP Morgan India Liquid Fund Growth	**203**	-
37,784.61 (Previous period:Nil) units of Pinebridge India total Return bond fund Growth	**574**	-
52,339.04 (Previous period:Nil) units of Religare Ultra Short Term fund Growth	**848**	-
19,743,589.36 (Previous period:Nil) units of Sundaram Ultra Short Term fund Growth	**3,153**	-
61,568.93 (Previous period:Nil) units of Taurus Liquid fund Growth	**778**	-
165,473.74 (Previous period:Nil) units of Taurus Ultra Short Term fund Growth	**2,305**	-
2,070 (previous period Nil) units of Taurus Liquid fund Dividend (₹ 2,070, previous period: Nil)	**-**	-
	9,385	4,325
Unquoted current investments		
Aggregate book value	**9,385**	4,325
Aggregate market value	**-**	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

21. Inventories

(valued at the lower of cost and net realisable value)

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
Stores and spares	**900**	1,104
Bunker and lube oil	**205**	147
	1,105	1,251

22. Trade receivables

(unsecured and considered good)

(₹ in Lakhs)

Particulars	As at March 31, 2013	As at March 31, 2012
Receivables outstanding for a period exceeding six months from the date they became due for payment		
(a) Secured, considered good	**731**	894
(b) Unsecured, considered good	**516**	719
(c) Doubtful	**5,190**	1,728
Less: Provision for doubtful receivables	**(5,190)**	(1,728)
(A)	**1,247**	1,613
Other receivables		
(a) Secured, considered good	**269**	51
(b) Unsecured, considered good	**36,726**	34,097
(c) Doubtful	**186**	534
Less: Provision for doubtful receivables	**(186)**	(534)
(B)	**36,995**	34,148
(A+B)	**38,242**	35,761

23. Cash and bank balances

(₹ in Lakhs)

Particulars	Non-current portion		Current portion	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
Cash and cash equivalents				
Cash on hand	**-**	-	**303**	253
Balances with banks				
- in current accounts	**-**	-	**12,496**	12,531
- in deposit accounts (with original maturity of 3 months or less)	**-**	-	**-**	98
- in unpdaid dividend account	**-**	-	**2**	2
- in exchange earners foreign currency	**-**	-	**327**	11
	-	-	**13,128**	12,895
Other bank balances				
-Deposit with original maturity for more than 3 months but less than 12 months from the reporting date	**-**	-	**616**	356
-Deposit due to mature after 12 months from the reporting date	**9**	4	**-**	-
-Margin money deposit	**-**	-	**76**	58
	9	4	**692**	414
Amount disclosed under non-current assets (refer note 19)	**9**	4	**-**	-
	-	-	**13,820**	13,305
Group Share in joint venture	**-**	-	**-**	97
	-	-	**13,820**	13,407

24. Short-term loans and advances

(unsecured, considered g o o d) **(₹ in Lakhs)**

Particulars	As at March 31, 2013	As at March 31, 2012
Current portion of long-term loans and advances (refer note 18)		
To parties other than related parties	**10,469**	11,168
Other short-term loans and advances		
To parties other than related parties		
Advances for supply of goods / services	**1,753**	3,348
Advances to employees	**306**	63
	12,527	14,579

25. Revenue from operations

(₹ in Lakhs)

Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Sale of services		
Multimodal transport operations	**318,564**	338,627
Container freight stations	**31,062**	35,242
Project and engineering solutions	**35,633**	43,100
Vessel operating income	**5,026**	6,440
Third party logistic income	**2,255**	3,555
	392,540	426,964
Other operating revenue		
Management fees	**-**	373
Maintenance income	**26**	214
Liaibility written back no longer required	**18**	443
Exchange fluctuation	**94**	-
Miscellaneous income	**3**	41
	141	1,071
	392,681	428,035

26. Other income

(₹ in Lakhs)

Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Interest income on		
- fixed deposits with banks	**222**	423
- loans given to other parties	**42**	11
- inter corporate deposits	**179**	487
Dividend income from		
- current investments	**23**	80
- long term investments	**26**	42
Other non-operating income		
- profit on sale of investment	**807**	1,211
- profit on sale of fixed assets	**366**	122
- rental income	**228**	290
- gain on cancellation/ settlement of derivatives	**4,434**	-
- others	**34**	929
Net gain on account of foreign exchange fluctuations	**199**	704
Group share in joint venture	**1**	216
	6,561	4,515

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

27. Cost of services rendered

(₹ in Lakhs)

Particulars		For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Multimodal and transport operation expenses			
Freight and other ancillary cost		**230,083**	241,561
Delivery order/ documentation charges		**653**	611
Insurance		**465**	494
	(A)	**231,201**	242,666
Container freight stations expense			
Handling and Transportation charges		**9,654**	9,063
Power and fuel costs		**1,280**	1,166
Repairs and maintenance-Others		**195**	382
	(B)	**11,129**	10,611
Project and engineering solutions expenses			
Project operating and hiring expenses		**14,797**	18,465
Power and fuel costs		**2,630**	3,053
Repairs and maintenance - machinery		**2,622**	2,880
Stores and spares consumed		**2,148**	1,934
Insurance		**248**	201
	(C)	**22,445**	26,533
Vessel operating expenses			
Wages, bonus and other allowances of floating staff		**762**	696
Spares consumed		**143**	263
Fuel and oil		**1,914**	1,761
Insurance		**61**	38
Repairs - others		**168**	167
Other vessel operating expenses		**1,031**	1,451
	(D)	**4,079**	4,376
Other operational cost			
Third party logistics expenses	**(E)**	**1,087**	351
	(A)+(B)+(C)+(D)+(E)	**269,941**	284,537

28. Employee benefits expenses

(₹ in Lakhs)

Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Salaries, wages and bonus	**46,521**	50,338
Staff welfare expenses	**2,726**	2,806
Contributions to provident and other funds	**6,220**	6,658
Compensated absences	**807**	953
Gratuity	**66**	191
	56,340	60,946

29. Finance costs

(₹ in Lakhs)

Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Interest expense		
- bank term loan	**1,102**	1,029
- buyers' credit	**2,310**	2,173
- finance lease obligations	**241**	174
- vehicle finance loan	**495**	1,643
- foreign currency term loan	**255**	329
- rupee term loan	**379**	66
- working capital term loan	**53**	154
- bank overdraft	**41**	31
- others	**42**	6
	4,918	5,605

29. Finance costs (contd.)

(₹ in Lakhs)

Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Other borrowing costs		
Processing fees	**51**	2
Stamp duty	**2**	-
	53	2
Net loss on foreign currency transactions and translation to the extent regarded as borrowing costs (refer note 4)	**(820)**	820
	4,151	6,427

30. Depreciation and amortisation

(₹ in Lakhs)

Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Depreciation of tangible fixed assets	**14,318**	12,982
Amortisation of intangible fixed assets	**316**	278
Depreciation on investment property	**101**	110
	14,735	13,370

31. Other expenses

(₹ in Lakhs)

Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Electricity charges	**1,148**	1,059
Rent	**6,124**	5,248
Repairs to :		
Building	**569**	602
Others	**1,051**	988
Insurance	**530**	590
Rates and taxes	**1,203**	1,280
Travelling expenses	**3,652**	4,265
Legal and professional fees	**3,310**	3,165
Payment to auditors	**912**	886
Communication charges	**1,617**	1,936
Printing and stationery	**195**	167
Bank charges	**27**	13
Contract staff expenses	**129**	171
Business promotion	**1,535**	1,786
Provision for doubtful debts	**3,133**	1,331
Bad debts/advances written off	**1,029**	1,628
Directors fees and commission	**54**	38
Donations	**146**	186
Office expenses	**1,099**	1,239
Miscellaneous expenses	**3,256**	3,523
Group share in joint venture	**1**	22
	30,720	30,123

32. Exceptional items

(₹ in Lakhs)

Particulars	For the year ended March 31, 2013	For fifteen months ended March 31, 2012
Investment written off on account of liquidation	**-**	45
Others	**1**	(1)
	1	44

33. Earning per share

(₹ in Lakhs)

Particulars	March 31, 2013	March 31, 2012
Net profit after tax attributable to equity shareholders before exceptional items (A)	**16,975**	28,496
Net profit after tax attributable to equity shareholders after exceptional items (B)	**16,974**	28,453
Number of equity shares at the beginning of the year	**130,173,831**	130,516,968
Shares issued during the period	**-**	30,354
Shares bought back during the year	**(4,136,449)**	-
Equity shares of the Company held by wholly owned subsidiary (Refer schedule 48)	**-**	(373,491)
Number of equity shares outstanding at the end of the period	**126,037,382**	130,173,831
Weighted average number of equity shares outstanding during the year (based on date of issue of shares) (C) (used as denominator for calculating Basic EPS)	**127,625,525**	130,192,288
Effect of potential equity shares to be issued under ESOP	**34,789**	60,886
Weighted average number of equity shares outstanding during the year (based on date of issue of shares) (D) (used as denominator for calculating Diluted EPS)	**127,660,314**	130,253,174
Basic (in rupees) per share of face value ₹ 2 before exceptional items(A)/(C)	**13.3**	21.8
Diluted (in rupees) per share of face value ₹ 2 before exceptional items (A)/(D)	**13.3**	21.8
Basic (in rupees) per share of face value ₹ 2 after exceptional items (B)/(C)	**13.3**	21.8
Diluted (in rupees) per share of face value ₹ 2 after exceptional items (B)/(D)	**13.3**	21.8

34. Contingencies and commitments

(to the extent not provided for)

(₹ in Lakhs)

	Particulars	March 31, 2013	March 31, 2012
	Contingent liabilities:		
a	Disputed liabilities in Appeal		
	- Income Tax (Refer Note 1 below)	**6,729**	6,729
	- Customs	**181**	183
	- Service Tax	**1,138**	1,142
b	Claim against the Company not acknowledged as debt	**208**	659
c	Bank guarantees	**12,014**	11,117
d	Customs Recovery	**33**	-
	Commitments:		
a	Estimated amount of contracts remaining to be executed on capital accounts (net of advances) and not provided for	**1,736**	5,169

Note 1 : The Income Tax Department had issued assessment orders against the Company, whereby, the claim of deduction by the Company under Section 80-IA (4) of The Income Tax Act,1961 was disallowed from the assessment years 2004-05 to 2009-10. The Company has filed an appeal against the said assessment orders. Accordingly, the Income Tax liability of the Company pending in Appeal and not provided for amounting to ₹ 6,729 lakhs (previous year: ₹ 6,729 lakhs) .

The special bench of Income tax Appellate Tribunal vide its order dated 6 July 2012, upheld the Company's plea which was disposed off by the Division Bench of Income Tax Appellate Tribunal,Mumbai vide its Order dated 5 December 2012 and accordingly the Company has continued to claim deduction under Section 80IA (4) of the Income Tax Act, 1961.

In view of the foregoing, the Company continues to provide Current Tax under the provisions of Minimum Alternate Tax.

35. Segment reporting

Business Segments:

The Group has identified four reporting segments viz. Multimodal Transport Operations, Container Freight Station, Project and Engineering solutions and others segments as primary segment. The segments have been identified and reported taking into account the nature of services provided, the differing risks and returns and the internal business reporting systems, in terms to the information required by the Accounting Standard 17 on 'Segment Reporting'. The accounting policies adopted for segment reporting are in line with the accounting policy of the Group with following additional policies for segment reporting:

a) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses, which relate to the Group as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

b) Segment assets and liabilities represent the assets and liabilities in respective segments. Tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

Geographical segments:

Although the Group's major operating divisions are managed on world wide basis, they operate in eight principal geographical areas of the world. Geographical revenues are allocated based on the location of service facilities and other assets of an enterprise within the group.

Primary Segment Information **(₹ in Lakhs)**

Particulars	Multimodal Transport Operations	Container Freight Stations	Project and engineering solutions	Others	Unallocable	Total
Revenue						
External Revenue	**318,814** *338,631*	**31,081** *35,242*	**40,526** *49,686*	**2,253** *4,267*	**7** *209*	**392,681** *428,035*
Add Internal Segment Revenue	**973** *1,091*	**157** *53*	**2,481** *2,206*	**159** *991*	**625** *-*	**4,395** *4,341*
Total Revenue	**319,787** *339,722*	**31,238** *35,295*	**43,007** *51,892*	**2,414** *5,257*	**632** *208*	**397,078** *432,374*
Segment Results before Interest and Tax (Before Inter Segment Elimination)	**14,929** *16,933*	**11,388** *16,191*	**4,043** *10,806*	**99** *2,191*	**-** *-*	**30,458** *46,121*
Less: Inter Segment Elimination	**(2)** *(244)*	**(136)** *(10)*	**(139)** *(281)*	**-** *-*	**-** *-*	**(277)** *(535)*
Segment Results beforeInterest and Tax(After Inter Segment Elimination)	**14,927** *16,689*	**11,251** *16,181*	**3,904** *10,526*	**99** *2,191*	**-** *-*	**30,181** *45,587*
Interest Expenses					**(4,153)** *(6,428)*	**(4,153)** *(6,428)*
Unallocated Income					**2,061** *4,515*	**2,061** *4,515*
Unallocated Expenses					**(4,734)** *(6,524)*	**(4,734)** *(6,524)*
Exceptional Item					**(1)** *(44)*	**(1)** *(44)*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(₹ in Lakhs)

Particulars	Multimodal Transport Operations	Container Freight Stations	Project and engineering solutions	Others	Unallocable	Total
Profit before tax					**23,355** *37,105*	**23,355** *37,105*
Current Tax					**(6,323)** *(8,310)*	**(6,323)** *(8,310)*
Deferred Tax					**(1,924)** *(3,577)*	**(1,924)** *(3,577)*
MAT Credit					**3,126** *4,551*	**3,126** *4,551*
Profit After Tax					**18,233** *29,769*	**18,233** *29,769*
Segment Assets (Before Inter Segment Eliminations)	**111,859** *103,975*	**40,765** *32,347*	**96,137** *95,170*	**3,666** *3,284*	**94,104** *92,265*	**346,531** *327,041*
Add/(less): Inter Segment Elimination	**(4,980)** *(1,092)*	**3,607** *3,554*	**599** *1,251*	**-** *-*	**(46,669)** *(46,441)*	**(47,444)** *(42,728)*
Segment Assets (After Inter segment Eliminations)	**106,878** *102,883*	**44,371** *35,901*	**96,736** *96,420*	**3,666** *3,284*	**47,434** *45,824*	**299,085** *284,312*
Segment Liabilities	**36,360** *33,354*	**2,576** *3,053*	**8,797** *9,995*	**222** *82*	**9,998** *4,689*	**57,953** *51,173*
Capital expenditure	**3,197** *17,008*	**14,747** *11,712*	**13,013** *39,371*	**44** *1,401*	**1,691** *9,409*	**32,692** *78,901*
Depreciation	**2,054** *3,438*	**1,353** *1,040*	**10,942** *8,486*	**78** *55*	**307** *351*	**14,734** *13,370*

Secondary Segment Information.

The secondary segment relates to geographical segments viz. Operations within India and outside India based on location of the same.

(₹ in Lakhs)

Country/Region	March 2013				March 2012			
	Segment Revenue	Segment Assets	Segment Liabilities	Total Cost in cuured to acquire Segment Assets	Segment Revenue	Segment Assets	Segment Liabilities	Total Cost in cuured to acquire Segment Assets
India	**123,887**	**204,334**	**26,550**	**29,582**	141,261	191,048	22,981	62,216
Africa	**8,856**	**1,193**	**852**	**14**	8,838	939	717	29
America	**59,313**	**8,396**	**5,451**	**137**	59,240	8,109	4,820	139
Far East	**81,181**	**20,402**	**11,269**	**423**	86,919	19,337	10,672	740
Australia & New Zealand	**9,928**	**1,293**	**1,027**	**26**	7,503	755	619	102
Europe	**92,522**	**59,931**	**10,843**	**2,471**	107,354	60,512	9,655	15,631
Mediterranean	**16,994**	**3,536**	**1,962**	**39**	16,740	3,252	1,708	45
Total	**392,681**	**299,085**	**57,954**	**32,692**	428,035	284,312	51,172	78,902

36. Leases

Operating leases as lessee

a. The Group has taken a commercial property on non-cancellable operating lease. The lease agreement provides for an option to the group to renew the lease period at the end of non-cancellable period. There are no exceptional/ restrictive covenants in the lease agreements.The future minimum lease payments in respect of lease property as at 31 March 2013 is as follows:

(₹ in Lakhs)

Particulars	March 31, 2013	March 31, 2012
Lease Payments		
Not later than one year	**747**	440
Later than one year but not later than 5 years	**968**	683
Later than 5 years	**1,129**	2
Payment of lease rentals during the year	**740**	301

b. The Group has taken warehouses and office premises on finance lease. As per Accounting Standard 19 as prescribed by the Companies (Accounting Standards) Rules, 2006, issued by the Central Government, in consultation with the National Advisory Committee on Accounting Standards, it recognized as a Finance Lease transaction. Disclosure as required by the Accounting Standard 19 are set out as below.

(₹ in Lakhs)

Particulars	March 31, 2013	March 31, 2012
The future minimum lease payment on account of these leases are as follows :		
Finance lease		
Finance lease is secured by underlying assets		
The total minimum lease liability for assets obtained on finance lease basis is ₹ 2,410 lakhs (Previous period: 2,309 lakhs) which includes interest of ₹ 445 lakhs (Previous period: 479 lakhs)		
Minimum Lease payments:		
Payable within 1 year	**443**	390
Payable within 1 – 5 years	**1,599**	1,445
Payable beyond 5 years	**368**	474
Present value		
Payable within 1 year	**430**	379
Payable between 1-5 years	**1,445**	1,303
Payable beyond 5 years	**301**	392

37. Disclosure pursuant to Accounting Standard - 15 (Revised) ‘Employee benefits’

i) Defined Contribution Plans:

For the Company and indian subsidiaries an amount of ₹ 405 lakhs (previous period : ₹ 463 lakhs) contributed to provident funds, ESIC and other funds (refer note 28) is recognised by as an expense and included in “Contribution to Provident & Other Funds’ under ‘Employee benefits expenses” in the consolidated statement of Profit and loss account. For foreign subsidiaries, the group has contributed ₹ 5,817 lakhs (previous period: ₹ 6,195 lakhs) towards foreign defined contribution plan in accordance with local laws.

ii) Defined Benefit Plans

In accordance with Indian law, the Company and its subsidiaries in India provide for gratuity, post retirement medical benefit and pension plan, a defined benefit retirement plan covering eligible employees in India. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment in an amount equivalent to 15 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service subject to maximum payment of ₹ 10 lakhs.The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

The following table sets out the funded as well as unfunded status of the retirement benefit plans and the amounts recognized in the financial statements: -

(₹ in Lakhs)

	Particulars	Funded		Unfunded		Total	
		March 31, 2013	March 31, 2012	**March 31, 2013**	March 31, 2012	**March 31, 2013**	March 31, 2012
I	**Change in the defined benefit obligation**						
	Liability at the beginning of the year	**367**	239	**164**	119	**531**	358
	Interest cost	**30**	25	**-**	45	**30**	70
	Current service cost	**81**	89	**27**	-	**108**	89
	Past Service Cost [Vested benefit] recognized during the period	**-**	-	**-**	-	**-**	-
	Benefit paid	**(28)**	(37)	**-**	-	**(28)**	(37)
	Actuarial (gain) / loss on obligations	**(36)**	53	**-**	-	**(36)**	53
	Liability at the end of the year	**413**	368	**191**	164	**604**	532
II	**Amount recognised in the balance sheet**						
	Liability at the end of the year	**413**	368	**(191)**	164	**(604)**	532
	Fair value of plan assets at the end of the year	**(419)**	252	**-**	-	**419**	252
	Net Assets/(liabilities) recognised in the balance sheet	**(5)**	116	**(191)**	164	**(196)**	280
III	**Expenses recognised in the statement of profit and loss**						
	Current service cost	**81**	89	**27**	45	**108**	134
	Interest cost	**30**	25	**-**	-	**30**	25
	Expected return on plan assets	**(25)**	(19)	**-**	-	**(25)**	(19)
	Past Service Cost [Vested benefit] recognized during the period	**-**	(1)	**-**	-	**-**	(1)
	Net actuarial (gain) / loss to be recognized	**(49)**	52	**1**	-	**(48)**	52
	Expense recognised in the statement of profit and loss	**36**	145	**28**	45	**64**	190
IV	**Balance sheet reconciliation**						
	Opening net liability	**114**	68	**164**	119	**278**	187
	Expense as above	**37**	145	**27**	45	**64**	190
	Employers contribution paid	**(158)**	(99)	**-**	-	**(158)**	(99)
	Asset/(Liability) recognised in the balance sheet	**(6)**	114	**191**	164	**185**	278
V	**Change in the Fair Value of Plan Assets**						
	Fair Value of Plan Assets at the begining of the year	**251**	171	**-**	-	**251**	171
	Expected Return on Plan Assets	**25**	20	**-**	-	**25**	20
	Contributions	**158**	99	**-**	-	**158**	99
	Benefit Paid	**(28)**	(37)	**-**	-	**(28)**	(37)
	Actuarial gain/(loss) on Plan Assets	**12**	-	**-**	-	**12**	-
	Fair Value of Plan Assets at the end of the year	**419**	253	**-**	-	**419**	253
	Total Actuarial Gain / (loss) to be recognised	**(49)**	52	**-**	-	**(49)**	52

(₹ in Lakhs)

	Particulars	Funded		Unfunded		Total	
		March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
VI	**Actual return on Plan Assets:**						
	Expected Return on Plan Assets	**25**	19	**-**	-	**25**	19
	Actuarial gain /(loss) on Plan Assets	**12**	-	**-**	-	**12**	-
	Actual Return on Plan Assets	**37**	19	**-**	-	**37**	19
VII	**Investment details of Plan assets:**						
	Government of India Assets	**-**	21	**-**	-	**-**	21
	Corporate Bonds	**-**	28	**-**	-	**-**	28
	Insurer Managed Funds	**419**	186	**-**	-	**419**	186
	Other	**-**	17	**-**	-	**-**	17
	Total Plan Assets	**419**	252	**-**	-	**419**	252
VIII	**Actuarial assumptions**						
	Discount rate	**8.00%**	8.50%	**8.00%**	8.50%	**8.00%**	8.50%
	Salary escalation	**6.00%**	6.00%	**6.00%**	6.00%	**6.00%**	6.00%

(₹ in Lakhs)

	Particulars	Year ended March 31, 2013	Period ended March 31,2012	Year ended 31 December		
				2010	2009	2008
IX	**Experience adjustments**					
	Present value of defined benefit obligation	**413**	368	231	143	149
	Fair value of the plan assets	**(419)**	252	166	138	95
	Deficit in the plan	**(5)**	116	65	5	54
	Experience adjustments on:					
	Plan liabilities (gain)/loss	**(64)**	59	22	(14)	(7)
	Plan assets (Loss)/Gain	**12**	-	(10)	(2)	(2)

(₹ in Lakhs)

	Particulars	Funded		Unfunded		Total	
		March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
X	**Classification into Current/ Non Current**						
	Amount recognized in the balance sheet						
	Current	**5**	116	**-**	-	**5**	116
	Non Current	**-**	-	**191**	164	**191**	164
		5	116	**191**	164	**196**	280

Discount rate: The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated terms of the obligation.

Salary escalation rate: The estimate of future salary increases considered in acturial valuation takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Assumption regarding future mortality are based on published statistics and mortality tables. The calculation of the defined benefit obligation is sensitive to the mortality assumptions.

iii) Compensated leave absences-Following amounts are recognized in respect of unfunded obligations towards compensated leave absences:

(₹ in Lakhs)

Particulars	March 31, 2013	March 31, 2012
Amount recognized in the balance sheet		
Current	**146**	97
Non- current	**1,868**	1,332
	2,014	1,429
Amount recognized in Salaries and other benefit in the Statement of profit and loss in respect of compensated leave liability	**807**	953

38. Related party disclosures

Related parties where control exists:

I. Associates

Transworld Logistics & Shipping Services Inc.
Sealand Warehousing Private Limited (w.e.f 21 June 2012)
Gujarat Integrated Maritime Complex Pvt.Ltd (w.e.f 21 June 2012)

II. Joint Venturers

Sealand Warehousing Private Limited (ceased to be Joint Venturer w.e.f 20 June 2012)
Gujarat Integrated Maritime Complex Pvt. Ltd (ceased to be Joint Venturer w.e.f 20 June 2012)

III. Entities over which key managerial personnel or their relatives exercises significant influence:

Allcargo Movers (Bombay) Private Limited
Allcargo Shipping Services Private Limited
Allnet Infotech Private Limited
Alltrans Logistics Private Limited
Alltrans Port Management Private Limited
Avadh Marketing LLP
Avash Builders And Infrastructure Private Limited
Avash Logistic Park Private Limited (upto 20 June 2012)
Avashya Corproation Pvt.Ltd
Avashya Enterprises Pvt.Ltd
Avashya Holdings Pvt.Ltd
Contech Estate LLP
India Tourist And Heritage Village Private Limited (upto 20 June 2012)
Indport Maritime Agencies Pvt.Ltd.
Jupiter Precious Gems and Jewellery Private Limited (formerly Jupiter Machines Pvt. Ltd.)
N.R. Holdings Private Limited
Panna Estates Private Limited (Converted into Panna Estates LLP w.e.f 01 December 2011)
Poorn Estates Private Limited
Prominent Estate Holdings Private Limited
Sealand Crane Private Limited
Sealand Ports Private Limited (upto 20 June 2012)
SKS Netgate LLP
SKS Realty LLP
SKS Ventures Private Limited
Talentos (India) Private Limited
Talentos Entertainment Private Limited
Transindia Freight Private Limited
Transindia Freight Services Private Limited
Sealand Holdings Pvt. Ltd
Meridien Tradeplace Pvt.Ltd
Poorn Buildcon Pvt. Ltd
Beyond Properties Pvt.Ltd
Panna Infracon Projects LLP

IV. Key Managerial Personnel

Shashi Kiran Shetty
Umesh Shetty (Appointed as a Whole time Director w.e.f 01 June 2012)
Adarsh Hegde

V. Relatives of Key Management Personnel

Shobha Shetty
Arathi Shetty (Executive Director till March 31, 2012)

(₹ in Lakhs)

Sr. No.	Nature of Transaction	Associates		Joint Venture		Entities over which key managerial personnel exercises significant influence		Key Managerial Personnel and their relatives		Total	
		March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
1	MTO income	**502**	308	**-**	-	**-**	-	**-**	-	**502**	308
2	MTO operation expenses	**742**	745	**-**	-	**-**	-	**-**	-	**742**	745
3	Remuneration to directors (refer note below)	**-**	-	**-**	-	**-**	-	**555**	545	**555**	545
4	Commission to directors	**-**	-	**-**	-	**-**	-	**793**	694	**793**	694
5	Salary paid	**-**	-	**-**	-	**-**	-	**21**	355	**21**	355
6	Rent paid	**-**	-	**-**	-	**659**	412	**24**	54	**683**	466
7	Professional fees paid	**-**	-	**-**	-	**-**	-	**7**	9	**7**	9
8	Car hire charges	**-**	-	**-**	-	**6**	8	**-**	-	**6**	8
9	Mangement fees received	**-**	-	**-**	700	**-**	-	**-**	-	**-**	700
10	Reimbursement of expenses	**-**	5	**-**	-	**-**	-	**-**	-	**-**	5
11	**Deposits**										
	Opening balance	**-**	2	**-**	-	**2,464**	682	**300**	600	**2,764**	1,282
	Deposits given	**-**	-	**-**	-	**1**	1,782	**-**	-	**1**	1,782
	Deposits received back	**-**	2	**-**	-	**1**	-	**300**	300	**301**	300
	Closing balance	**-**	-	**-**	-	**2,464**	2,464	**-**	300	**2,464**	2,764
12	Share application money pending allotment	**-**	-	**-**	785	**35**	35	**-**	-	**35**	820
	Outstanding receivable										
13	Trade receivable	**-**	-	**-**	397	**-**	-	**-**	-	**-**	397
	Outstanding payable										
14	Trade creditors	**9**	33	**-**	-	**-**	-	**-**	-	**9**	33
15	Directors commission payable	**-**	-	**-**	-	**-**	-	**788**	694	**788**	694

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

Details of material related party transactions which are more than 10% of the total transactions of the same type with a related party during the period ended March 31, 2013:-

a. **MTO income includes sum received from Transworld Logistics and Shipping Services Inc USA ₹ 502 lakhs.**

(During the previous period MTO Income includes sum received from Transworld Logistics and Shipping Services Inc USA ₹ 308 lakhs)

b. **MTO expenses includes sum paid to Transworld Logistics and Shipping Services Inc USA ₹ 742 lakhs.**

(During the previous period MTO expenses includes sum paid to Transworld Logistics and shipping serviecs Inc USA ₹ 745 lakhs)

c. **Remuneration to Directors includes Mr.Shashi Kiran Shetty ₹ 312 lakhs, Mr.Umesh Shetty ₹ 126 lakhs, Mr. Adarsh Hegde ₹ 117 lakhs, Mrs.Arathi Shetty ₹ Nil)**

(Remuneration to Directors during the previous period includes Mr. Shashi Kiran Shetty ₹ 374 lakhs, Mr.Umesh Shetty ₹ Nil, Mr. Adarsh Hegde ₹ 146 lakhs, Mrs. Arathi Shetty(Executive Director till March 31, 2012) ₹ 25 lakhs)

d. **Commission to Directors includes Mr. Shashi Kiran Shetty ₹ 338 lakhs, Mr.Umesh Shetty ₹ 225 lakhs, Mr. Adarsh Hegde ₹ 225 lakhs, Mrs.Arathi Shetty ₹ 5 lakhs)**

(Commission to Directors during the previous period includes Mr. Shashi Kiran Shetty ₹ 264 lakhs, Mr.Umesh Shetty ₹ Nil, Mr. Adarsh Hegde ₹ 231 lakhs, Mrs. Arathi Shetty(Executive Director till March 31, 2012) ₹ 199 lakhs)

e. **Salary Paid includes payment made to Mr. Umesh Shetty till 30 May 2012 ₹ 21 lakhs. (With effect from 01 June 2012 Board of Directors has appointed Mr.Umesh Shetty as a Whole time Director and the remuneration paid/ payable to them ₹ 126 lakhs)**

(Salary Paid during the previous period includes Mr.Umesh Shetty ₹ 355 lakhs)

f. **Rent Paid includes expenses paid/payable to Avash Builders and Infrastructure Pvt Ltd ₹ 262 lakhs, Sealand Cranes Private Limited ₹ 136 lakhs, Allnet Infotech Private Limited ₹ 126 lakhs, Mr. Shashi Kiran Shetty ₹ 24 lakhs.**

(Rent Paid during the previous period includes rent paid Avash Builders and Infrastructure Pvt Ltd ₹ Nil, Sealand Cranes Private Limited ₹ 159 lakhs, Allnet Infotech Private Limited ₹ 147 lakhs, Mr. Shashi Kiran Shetty ₹ 54 lakhs)

g. **Professional Fees Paid includes Mrs. Shobha Shetty ₹ 7 lakhs**

(Professional Fees Paid during the previous period includes Mrs. Shobha Shetty ₹ 9 lakhs)

h. **Car hire Charge includes expenses paid/payable to Transindia Freight Services Private Limited ₹ 6 lakhs.**

(Car hire Charges during the previous period includes Transindia Freight Services Private Limited ₹ 8 lakhs).

i. **Managment fees received includes ₹ Nil.**

(During the previous period Management fees received includes the amount received from Gujrat Integrated Maritime Complex Limited ₹ 400 lakhs and Sealand warehousing private limited ₹ 300 lakhs).

j. **Reimbursement of expenses includes amount received from Transnepal Freight Services Private Limited ₹ Nil.**

(Reimbursement of Expenses during the previous year includes Transnepal Freight Services Private Limited ₹ 5 lakhs)

k. **Advances received back includes amount received from Transnepal Freight Services Pvt Ltd ₹ 5 lakhs.**

(During the previous period Advance received back includes amount received from Transnepal Freight Services Pvt Ltd – ₹ 2 lakhs)

l. **Advances given includes ₹ Nil.**

(During the previous period Advances includes amount paid to Transnepal Freight Services Pvt Ltd.- ₹ 5 lakhs)

m. **Deposits paid includes ₹ Nil.**

(During the previous period Deposit Paid includes amount paid to Avash Builders and Infrastructure Pvt Ltd- ₹ 720 lakhs, Talentos (India) Pvt Ltd – ₹ 701 lakhs)

n. **Deposits received back includes the amount received from Mr. Shashi Kiran Shetty ₹ 300 lakhs.**

(During the previous period Deposits received back includes amount reveived from Mr.ShashiKiran Shetty- ₹ 300 lakhs)

o. **Share application money pending allottment includes money given to Prominent Estate Holdings private limited ₹ 35 lakhs.**

(Share application money pending allotment during the previous period includes money given to Gujarat Integrated Maritime Complex Private Limited ₹ 785 lakhs)

p. **Deposit receivables includes deposit recived from Avash Builders and Infrastructure Pvt ltd – ₹ 720 lakhs , Talentos (India) pvt ltd – ₹ 701 lakhs, Sealand Cranes pvt ltd- ₹ 374 lakhs, Allnet Infotech (P) Limited ₹ 346 lakhs**

(During the Deposit Receivables includes deposit recived from Avash Builders and Infrastructure Pvt ltd – ₹ 720 lakhs,Talentos (India) pvt ltd – ₹ 701 lakhs Sealand Cranes pvt ltd- ₹ 374 lakhs, Allnet Infotech (P) Ltd - ₹ 346 lakhs, Shashikiran Shetty- ₹ 300 lakhs).

q **Trade Receivables includes Gujarat Integrated Maritime Complex Private Limited ₹ Nil**

(Trade Receivables during the previous period includes Gujarat Integrated Maritime Complex Private Limited ₹ 397 lakhs)

r. **Trade payables includes amount payable to Transworld Logistics and Shipping Services Inc USA ₹ 9 lakhs**

(Trade payable includes the amount payable to Transworld Logistics and Shipping Serviecs Inc USA ₹ 33 lakhs)

s. **Directors commission payable includes Mr.Shashi Kiran Shetty ₹ 338 lakhs, Mr. Adarsh Hegde ₹ 225 lakhs, Mr Umesh Shetty ₹ 225 lakhs, Mrs. Arathi Shetty ₹ Nil**

(Directors commission payable during the previous period includes Mr. Shashi Kiran Shetty ₹ 264 lakhs, Mr. Adarsh Hegde ₹ 231 lakhs, Mr Umesh Shetty ₹ Nil, Mrs. Arathi Shetty ₹ 199 lakhs)

39. Transfer Pricing

a) International transaction with related parties:-

The Company's and group's international transactions with related parties are at arm's length as per the independent accountants report for the year ended March 31, 2012. Management believes that the Company's and group's international transactions with related parties post March 31, 2012 continue to be at arm's length and that the transfer pricing legislation will not have any impact on these financial statements, particularly on amount of tax expense and that of provision for taxation.

b) Specified domestic transactions with related parties:-

The Transfer Pricing amendments which are applicable from April 01, 2012 cover specified domestic transactions. Accordingly, transactions between the Company with its various group companies will be covered under the above regulations with effect from April 01, 2012.

Management believes that the Company's and group's transactions with domestic related parties during the year are at arms length and that the Transfer Pricing legislation will not have any impact on the financial statements, particularly on amount of tax expense and that of provision for taxation.

40. Employee stock options issued by the Parent Company

Employee stock options

a. In 2006, the Company had instituted an 'Allcargo Employee Stock Option Plan 2006' (ESOS 2006) to attract, retain, motivate and reward its employees and to enable them to participate in the growth, development and success of the Company. The compensation/remuneration committee of the Board evaluates the performance and other criteria of employees and approves the grant of options. The employees are granted an option to purchase shares of the Company at the respective exercise price, subject to the requirements of vesting conditions. These options generally vest over a period of 24 to 48 months the date of grant. Upon vesting, the employees can acquire one equity share for each option. The maximum contractual term for these stock option plan is generally 7 years. The Company granted stock options to be adjusted for

b. subsequent bonus issue prior to its Initial Public Offering of equity shares, to its permanent employees and to few of the permanent employees of its foreign subsidiaries at varying numbers depending upon their grades.

c. The stock compensation cost is computed under the intrinsic value method and amortised on a straight line basis over the vesting period of 7 years.

d. The particulars of options granted under the said ESOS 2006 plans are tabulated below: **(₹ in Lakhs)**

Particulars	Year ended March 31, 2013			Period ended March 31, 2012		
	No. of options		Weighted average price	No. of options		Weighted average price
	Series I (Pre Listing)	Series II (Post Listing)		Series I (Pre Listing)	Series II (Post Listing)	
Outstanding at the beginning of the year	**18,555**	**38,500**	**₹ 2**	32,805	51,000	₹ 2.00
Granted	**-**	**-**	**-**	-	-	-
Exercised	***4,300**	**-**	**₹ 2**	14,250	12,500	₹ 2.00
Forfeited and lapsed	**14,255**	**8,500**	**₹ 2**	-	-	₹ 2.00
Outstanding at the end of the year	**-**	**30,000**	**₹ 2**	18,555	38,500	₹ 2.00

*Includes share application money received, pending allotment of shares.

The options outstanding at 31 March 2013 have an exercise price of ₹ 2 and a weighted average contractual life of 6 months.

As permitted by the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ('SEBI guidelines') as well as by the guidance note on the subject issued by the Institute of Chartered Accounts of India, the Company has elected to account for stock options based on their intrinsic value (i.e. the excess of quoted market price of the underlying share over the exercise price) at the grant date rather than their fair value at that date. Had the compensation cost for employee stock options been determined on the basis of the fair value approach as described in the SEBI guidelines (and ICAI guidance note), the Company's net profit after tax and basic and diluted earnings per share would have been as per the proforma amounts shown below:

(₹ in Lakhs)

Particulars	March 31, 2013	March 31, 2012
Net profit after tax as reported	**16,974**	28,452
Add: Employee stock option compensation expense as per intrinsic value method	**-**	-
Less: Employee stock option compensation expense as per fair value	**-**	-
Adjusted proforma net profit after tax	**16,974**	28,453
Basic Earnings per share as reported	**13.3**	21.8
Basic Earnings per share – proforma	**13.3**	21.8
Diluted Earnings per share as reported	**13.3**	21.8
Diluted Earnings per share – proforma	**13.3**	21.8

41 Particulars of Derivative Instruments entered into by Group:-

The Group uses derivative and forward contracts to hedge its risks associated with foreign currency fluctuations. Such transactions are governed by the strategy approved by the Company's Board of Directors which provides principles on the use of these instruments consistent with the Company's Risk Management Policy. The Group does not use these contracts for trading or speculative purposes. The Group has marked to market the derivative contract outstanding as at March 31, 2013 which has resulted in a net gain to the Company. The Group has not recognised the resulted gain on prudent basis.

(₹ in Lakhs)

Particulars of Derivative Instrument acquired for hedging	As at March 31, 2013			
	No. of Instruments	Currency	In Lacs	₹ in Lacs
A) Principal only swap (to hedge buyers' credit)	**5**	**USD**	**60**	**3,079**
B) Interest rate currency swaps (to hedge buyers' credit)	**6**	**EUR**	**103**	**7,103**
	2	**SGD**	**16**	**534**
	23	**USD**	**259**	**12,733**
C) Forward contract towards buyers credit	**1**	**USD**	**4**	**203**

Particulars of Derivative Instrument acquired for hedging	As at March 31, 2012			
	No. of Instruments	Currency	In 'Lacs	₹ in Lacs
A) Principal only swap (to hedge buyers' credit)	2	USD	23	1,178
B) Interest rate currency swaps (to hedge buyers' credit)	8	EUR	147	9,938
	4	SGD	66	2250
	75	USD	783	36,434
C) Forward contract towards foreign currency term loan	1	USD	51	2,599
D) Forward contract towards buyers credit	1	USD	4	202

No derivative instruments are acquired for speculation purpose.

Unhedged foreign currency exposure: **(₹ in Lakhs)**

The foreign currency exposure not covered by forward contract /other derivative contracts as on March 31, 2013 and March 31, 2012 is given below:-

March 31, 2013			March 31, 2012		
Currency	**Foreign Currency**	**Amount in INR**	Currency	Foreign Currency	Amount in INR
Trade and other Creditors			Trade and other Creditors		
AED	**0.09**	**1**	AED	-	-
AUD	**0.07**	**4**	AUD	0.05	3
CHF	**0.12**	**7**	CHF	0.11	6
EUR	**3.37**	**203**	EUR	2.78	173
GBP	**0.14**	**12**	GBP	0.25	21
HKD	**0.24**	**2**	HKD	0.21	1
JPY	**7.91**	**5**	JPY	10.92	7
SEK	**0.15**	**1**	SEK	0.85	7
SGD	**0.02**	**1**	SGD	0.02	1
USD	**49.46**	**2,679**	USD	107.10	5,507
		2,915			5,726
Trade Receivables			Trade Receivables		
USD	**53.18**	**2,877**	USD	65.42	3,390
EUR	**1.76**	**171**	EUR	2.12	134
			ZAR	0.12	1
		3,048			3,525
Advance from Customers			Advance from Customers		
EUR	**12.15**	**845**	EUR	-	-
USD	**63.44**	**3,450**	USD	-	-
		4,295		-	-
Currency	**Foreign Currency**	**Amount in INR**	Currency	Foreign Currency	Amount in INR
Buyer s Credit			Buyer's Credit		
SGD	**50.30**	**2,205**	SGD	-	-
USD	**378.89**	**20,607**	USD	-	-
		22,812		-	-

42. Investment in joint ventures

The Company has entered into a share purchase agreement on 20 June 2012 with IL&FS Maritime Infrastructure Company Limited (IMICL) for sale of its 45% stake (representing 45,000 equity shares of ₹ 10 each) in Gujarat Integrated Maritime Complex Private Limited (GIMCO) and 50% stake (representing 4,674,807 equity shares of ₹ 10 each) in Sealand Warehousing Private Limited (SWPL). The sale of stake in GIMCO and SWPL are subject to fulfillment of certain terms and conditions by the Company as stipulated in the aforesaid agreement. During the year, the Company has, in accordance with the provisions of the said Agreement and on fulfillment of certain terms and conditions, transferred 19,000 equity shares of GIMCO and 2,243,907 equity shares of SWPL to IMICL against agreed consideration. Post sale and transfer of equity shares as aforesaid, the Company holds 26% stake in GIMCO and SWPL.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

Till the previous period ended March 31, 2012, the Company's interests in joint ventures have been accounted for in accordance with the principles and procedures set out in AS – 27, Financial Reporting of Interests in Joint Ventures specified in the Companies (Accounting Standards) Rules, 2006.

Sr. No.	Joint Venture	Location	Principal Activities	Ownership Interest
1	Sealand Warehousing Pvt.Ltd	Mumbai	Management Company	50%
2	Gujarat Integrated Maritime Complex Pvt. Ltd	Kutch, Gujarat	Ship building business	45%

For the period ended March 31, 2012, the interests in the joint ventures are reported as long-term investments (refer note 17) and stated at cost. However, the Company's share of each of the assets, liabilities, income and expenses, etc. (each without elimination of the effect of transactions between the Company and the joint venture) related to its interests in the joint ventures, based on audited financial statements, is;

(₹ in Lakhs)

Particulars		March 31, 2013	March 31, 2012
I.	**ASSETS**		
	Fixed assets	-	6,397
	Deferred Tax asset(net)	-	1
	Investments	-	420
	Current assets, loans and advances		
	a) Cash and bank balances	-	102
	b) Loans and advances	-	88
II.	**LIABILITIES**		
	Share capital	-	477
	Share application money	-	785
	Reserves & surpluses	-	5,291
	Loan funds	-	47
	Current liabilities		
	a) Liabilities	-	409
	b) Provisions	-	-
III.	**INCOME**		
	Other income	-	216
IV.	**EXPENSES**		
	Admin and other expenses	-	172
	Depreciation (₹ 25,000)	-	-
	Provision for taxation (including deferred taxation and Provision for tax for earlier years written back, net)	-	14
V.	**CONTINGENT LIABILITES**	-	2
VI.	**CAPITAL COMMITMENTS**	-	90

43. During the period ended March 31, 2012, before acquisition of MHTC Logistics Private Limited ('wholly owned subsidiary') , the said wholly owned subsidiary acquired 373,491 equity shares of the Company from the open market. The same is in compliance and permitted in accordance with the section 42 of the Companies Act, 1956. In the preparation of consolidated financial statements, the Company has accordingly reduced the share capital by ₹ 7 lakhs and profit and loss account by ₹ 285 lakhs to eliminate the holding of equity shares held by wholly owned subsidiary.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

44. Buy back of shares:-

The Board of Directors of the Company in its meeting held on 20 June 2012 approved the buyback of 5,263,158 equity shares of ₹ 2 each fully paid at prices not exceeding ₹ 142.50 per equity shares payable in cash, up to an aggregate amount not exceeding ₹ 7,500 lakhs from the open market through stock exchange(s).

During the year, the Company has bought back and extinguished 4,136,449 equity shares at an average price of ₹ 139.69 per equity share for an aggregate amount of ₹ 5,817 lakhs (inclusive of transaction cost). Since the Company had completed 78% of the buyback offer within a period of 8 months, the Company has announced closure of buyback of its shares with effect from 04 March 2013.

Pursuant to the buy back of shares as aforesaid, the issued, subscribed and paid up capital of the Company reduced from ₹ 2,604 lakhs comprising of 130,173,831 equity shares of ₹ 2 each fully paid to ₹ 2,521 lakhs comprising of 126,037,382 shares of ₹ 2 each fully paid.

45. Proposed amalgamation of MHTC Logistics Private Limited with the Company

The Board of Directors at its meeting held on February 14, 2012 had approved de-merger of the Project Division of MHTC Logistics Pvt.Ltd., the wholly owned subsidiary of the Company, with the Company effective from April 01, 2012, subject to obtaining necessary approvals of the stake holders and the Hon'ble Bombay High Court. The Board of Directors of the Company at its meeting held on August 07, 2012 reconsidered its decision and approved amalgamation of MHTC Logistics Pvt. Ltd. under Sections 391 to 394 read with sections 78, 100 to 103 of the Companies Act, 1956 with the Company effective from April 01, 2012 ("the appointed Date"), subject to necessary approvals of the stake holders and the Hon'ble Bombay High Court.

The Company has obtained the consent of the Shareholders of the Company to the proposed amalgamation of MHTC Logistics Pvt.Ltd. with the Company at their meeting convened on February 25, 2013 pursuant to directions of the Hon'ble Bombay High Court. Pending the approval of the Hon'ble Bombay High Court and other statutory and regulatory authorities, no impact of the amalgamation is given in the financial statements of the Company for the year ended March 31, 2013.

46. One of the subsidiary company namely Allcargo Logistics Park Private Limited is required to fulfil export obligations under Export Promotion Capital Goods Scheme equivalent to ₹ 369 lakhs over a period of 8 years from the date of issue EPCG Licence. During the year, company has provided terminal handling services for export of cargo and container amounting to ₹ 353 lakhs (Previous year ₹ 87 lakhs) and thus, total export obligations fulfilled till year-end is ₹ 440 lakhs which exceeded the obligations as fixed under EPCG Scheme.

47. Prior year comparatives

The previous period financials were for the period January 01, 2011 to March 31, 2012. As such, the previous period financials are not strictly comparable with those of the current year financial statements.

As per our report of even date attached.

For B S R & Co.
Chartered Accountants
Firm Registration No: 101248W

For Appan & Lokhandwala Associates
Chartered Accountants
Firm Registration No: 117040W

For and on behalf of Board of Directors

Shashi Kiran Shetty
Chairman and
Managing Director

Keki Elavia
Director

Vijay Bhatt
Partner
Membership No: 036647

M.Subramanian
Partner
Membership No: 111106

Jatin Chokshi
Chief Financial Officer

Shailesh Dholakia
Company Secretary

Place : Mumbai
Date : May 29, 2013

Place : Mumbai
Date : May 29, 2013

FINANCIAL HIGHLIGHTS OF SUBSIDIARIES FOR THE YEAR ENDED MARCH 31, 2013

(₹ in Lakhs)

No.	Name of the Company	Capital	Reserves	Total Assets	Total Liabilities	Details of Investment	Turnover	Profit Before Taxation	Provision For Taxation	Profit After Tax	Proposed Dividend
1	Hindustan Cargo Ltd.	175	3,381	6,433	6,433	6	25,658	222	104	118	-
2	Contech Transport Services Pvt. Ltd.	28	1,636	1,906	1,906	1,152	859	9	3	7	-
3	Ecu Line (India) Pvt. Ltd.	1	(2)	1	1	-	-	-	-	-	-
4	Allcargo Shipping Co.Pvt. Ltd.	109	6,555	7,282	7,282	-	5,026	(775)	(12)	(763)	-
5	South Asia Terminals Pvt. Ltd.	653	(761)	1,953	1,953	-	2,985	6	(36)	41	-
6	Southern Terminal & Trading Pvt. Ltd.	1	217	219	219	216	-	16	-	16	-
7	AGL Warehousing Pvt. Ltd.	150	3,214	3,419	3,419	3,365	7	(66)	-	(66)	-
8	Allcargo Logistics Park Pvt. Ltd.	758	(404)	2,167	2,167	-	1,243	(103)	34	(137)	-
9	Ecu International (Asia) Pvt. Ltd.	5	22	29	29	27	-	1	-	1	-
10	Comptech Solutions Pvt. Ltd.	145	(42)	709	709	669	-	(27)	-	(27)	-
11	Amfin Consulting Pvt. Ltd.	1	171	176	176	120	-	23	2	21	-
12	Transindia Logistic Park Pvt Ltd.	5	2,979	13,725	13,725	-	406	(875)	(288)	(586)	-
13	MHTC Logistics Pvt. Ltd.	20	1,351	2,900	2,900	665	642	94	182	(88)	-
14	Combiline Indian Agencies Pvt. Ltd.	3	(11)	4	4	-	1	(7)	-	(7)	-
15	HC Logistics Ltd.	5	-	5	5	-	-	-	-	-	-
16	Credo Shipping Agencies (I) Pvt. Ltd.	1	-	1	1	-	-	-	-	-	-
17	aEcu-Line (Indian Ocean Islands) Ltd.	12	15	57	57	-	272	10	(2)	11	-
18	AGL N.V	22,808	(627)	23,067	23,067	-	-	(5)	-	(5)	-
19	Allcargo Belgium N.V.	7,998	(525)	15,980	15,980	-	382	(26)	-	(26)	-
20	Cargo Freight Station S.A.	35	119	798	798	-	1,543	115	25	90	-
21	CCS Shipping Ltd.	461	35	1,123	1,123	-	13,080	11	7	4	-
22	CELM Logistics S.A. De C.V.	2	(102)	235	235	-	793	76	117	(41)	-
23	CCC Ltd.	12,764	5,669	20,133	20,133	-	10,768	2,955	-	2,955	-
24	CCSS Ltd.	-	461	461	461	-	-	-	-	-	-
25	DLC	1,634	(32)	1,695	1,695	-	-	(107)	-	(107)	737
26	Conecli International S.A.	-	43	104	104	-	892	105	8	97	29
27	Consolidadora Ecu Line CA	-	-	-	-	-	-	-	-	-	-
28	Ecu Global Services NV	1,688	(1,853)	928	928	-	305	2	-	2	-
29	Ecu International Far East Ltd.	1	475	4,192	4,192	-	2,574	(221)	19	(240)	745
30	Ecu International N.V.	2,894	(1,299)	16,895	16,895	-	3,328	(686)	2	(689)	-
31	Ecu Line (Thailand) Co.Ltd.	94	209	911	911	-	7,318	124	29	96	142
32	Ecu Line Abu Dhabi LLC	22	367	420	420	-	338	24	-	24	-
33	Ecu Line Algerie sarl	7	84	328	328	-	725	80	20	59	-
34	Ecu Line Bulgaria EOOD	2	(67)	75	75	-	405	1	-	1	-
35	Ecu Line Chile S.A.	35	501	1,012	1,012	-	4,821	44	8	36	-
36	Ecu Line Cote d'Ivoire Sarl	90	(70)	102	102	-	568	38	5	33	-
37	Ecu Line Czeche s.r.o	5	(167)	642	642	-	1,505	(100)	-	(100)	-
38	Ecu Line De Colombia S.A.	110	(20)	231	231	-	1,339	(9)	1	(10)	-
39	Ecu Line Del Ecuador S.A.	5	131	405	405	-	2,166	172	43	129	25
40	Ecu Line Doha W.L.L.	30	97	257	257	-	1,091	7	3	4	-
41	Ecu Line Egypt Ltd.	8	33	347	347	-	1,722	267	53	214	228
42	Ecu Line Guangzhou Ltd.	871	(194)	3,719	3,719	-	15,334	(48)	5	(54)	-
43	Flamingo Line Guatemala S.A.	-	25	63	63	-	406	36	16	20	-
44	Ecu Line Hungary Kft	11	(28)	33	33	-	231	(17)	-	(17)	-
45	Ecu Line Italia srl	42	669	3,345	3,345	-	11,323	137	90	48	-
46	Ecu Line Japan Ltd.	173	(168)	1,982	1,982	-	20,554	80	-	80	-
47	Jordan Gulf for Freight Services & Agencies Company LLC	38	108	318	318	-	2,201	110	15	95	35
48	Ecu Line Kenya Ltd.	26	227	516	516	-	2,011	78	23	55	-
49	Ecu Line Lanka (Pvt.) Ltd.	-	26	169	169	-	1,235	36	3	33	-
50	Ecu-Line Johar Bahora Sdn Bhd	35	27	182	182	-	860	(19)	-	(19)	-
51	Ecu Line Maroc S.A.	32	259	861	861	-	2,756	201	52	148	-
52	Ecu Line Meditterranean Ltd.	6	31	106	106	-	809	16	2	14	-
53	Ecu Line Middleeast LLC	44	3,555	4,457	4,457	-	7,364	459	-	459	-
54	Ecu Line New Zealand Ltd.	-	24	217	217	-	1,552	148	41	107	109
55	Ecu Line Philippines Inc.	133	21	591	591	-	2,174	29	16	13	-
56	Ecu Line Rotterdam	594	(280)	3,200	3,200	-	5,931	(58)	-	(58)	-

FINANCIAL HIGHLIGHTS OF SUBSIDIARIES FOR THE YEAR ENDED MARCH 31, 2013

(₹ in Lakhs)

No.	Name of the Company	Capital	Reserves	Total Assets	Total Liabilities	Details of Investment	Turnover	Profit Before Taxation	Provision For Taxation	Profit After Tax	Proposed Dividend
57	Ecu Line Singapore Pte. Ltd.	656	715	4,349	4,349	-	11,602	329	64	265	438
58	Ecu Line South Africa (Pty.) Ltd.	-	106	813	813	-	8,175	259	71	188	100
59	Ecu Line Spain S.L.	85	246	995	995	-	5,415	132	(1)	132	-
60	Ecu Line Switzerland GmBH	29	21	294	294	-	1,751	1	-	-	-
61	Ecu Uluslarasi Tas. Ve Ticaret Ltd. Sti.	67	72	495	495	-	2,852	81	21	60	29
62	Ecu Line Vietnam Joint Venture Company Ltd.	42	226	596	596	-	3,268	255	48	207	-
63	Ecu Logistics de Mexico SA de CV	2	281	1,137	1,137	-	6,723	345	62	284	-
64	Ecu Logistics do brasil Ltd.a	15	(483)	269	269	-	3,119	333	84	249	-
65	Ecu Logistics SA	2	73	329	329	-	1,841	28	22	6	-
66	Ecu Shipping Logistic (K) Ltd.	6	4	11	11	6	3	1	-	1	-
67	Ecubro N.V.	54	(101)	10	10	-	1	(3)	-	(3)	-
68	Ecuhold N.V.	2,183	19,266	30,915	30,915	32	472	(225)	54	(279)	-
69	Ecu-Line Germany GmbH	651	861	3,739	3,739	-	16,888	152	48	105	-
70	Ecu-Line Australia Pty.Ltd.	57	186	1,144	1,144	-	9,331	561	173	388	255
71	Ecu-Line Canada Inc.	-	(124)	771	771	-	7,049	(85)	2	(86)	-
72	Ecu-Line de Panama S.A.	14	130	283	283	-	1,655	12	4	9	-
73	Ecu-Line Hong Kong Ltd.	105	946	3,169	3,169	-	11,289	682	116	565	550
74	Ecu-Line Malta Ltd.	-	-	-	-	-	-	-	-	-	-
75	Ecu-Line N.V.	862	1,262	6,665	6,665	11	45,656	(52)	121	(173)	-
76	Ecu-Line Paraguay S.A.	7	4	23	23	-	137	6	1	5	-
77	Ecu-Line Peru S.A.	11	18	467	467	-	3,731	233	102	131	48
78	Ecu-Line Polska Sp. z.o.o.	8	(8)	204	204	-	1,313	(48)	-	(48)	11
79	Ecu-Line Romania SRL	1	38	169	169	-	899	8	1	6	-
80	Ecu-Line Saudi Arabia LLC	196	72	803	803	-	2,656	84	12	72	-
81	Ecu-Line UK Ltd.	578	36	1,715	1,715	-	9,655	288	78	210	172
82	Deolix SA	29	-	88	88	-	605	(9)	2	(11)	-
83	Ecu-Logistics N.V.	478	(161)	2,933	2,933	-	6,181	18	21	(3)	-
84	Ecu-TECH BVBA	13	(146)	206	206	-	473	(94)	-	(94)	-
85	ELV Multimodal C.A.	9	599	811	811	-	1,739	288	51	237	-
86	ELWA (Ghana) Ltd.	1	47	66	66	-	328	65	16	49	-
87	Eurocentre FZCO	192	907	1,115	1,115	-	508	121	-	121	-
88	Eurocentre Milan SRL	7	7	328	328	-	917	141	49	92	-
89	Flamingo Line Chile S.A	12	8	21	21	-	11	5	-	5	-
90	Flamingo Line del Ecuador S.A.	2	22	63	63	-	289	23	5	18	-
91	Flamingo Line do Brazil Ltd.a	13	(263)	3	3	-	-	(3)	-	(3)	-
92	Flamingo Line El Salvador SA de CV	7	8	35	35	-	117	7	2	5	-
93	Flamingo Line Peru S.A	7	4	42	42	-	203	47	14	33	20
94	GULDARY s.a.	3	1,211	1,985	1,985	-	5,814	453	9	444	73
95	HCL Logistics NV	278	(117)	944	944	-	3,850	(8)	-	(8)	-
96	Mediterranean Cargo Centers S.L.	83	(548)	109	109	-	-	-	-	-	-
97	Ocean House Ltd.	158	48	306	306	-	56	39	13	26	-
98	PT Eka Consol Utama Line	17	28	414	414	-	2,059	93	14	79	-
99	Rotterdam Freight Station BV	13	(21)	147	147	-	1,404	(30)	-	(30)	-
100	S.H.E. Maritime Services Ltd.	3	255	1,476	1,476	-	9,077	342	102	240	158
101	Société Ecu-Line Tunisie Sarl	34	51	387	387	-	1,142	260	84	175	-
102	Star Express Company Ltd.	12,764	(2)	12,764	12,764	-	-	(2)	-	(2)	-
103	Translogistik International Spedition GmbH	17	77	220	220	-	258	19	6	13	-
104	Administradora House Line C.A.	-	92	99	99	-	50	46	8	38	-
105	Ecu Line Zimbabwe (Pty.) Ltd.	-	-	-	-	-	-	-	-	-	-
106	Ecu Line China Ltd.	-	-	-	-	-	-	-	-	-	-
107	European Customs Brokers N.V.	43	37	512	512	-	406	33	(5)	38	-
108	Contech Transport Services (Pvt) Ltd.	-	-	-	-	-	-	-	-	-	-
109	Asia Line Ltd.	1321	266	2132	2132	-	1299	(46)	-	(46)	-

Notes:

1. Balance Sheet items are translated at closing exchange rate of 01 Euro=INR 69.5438
2. Profit / (Loss) items are translated at average exchange rate of 01 Euro=INR 70.2590

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