


ANNUAL REPORT 2011-12



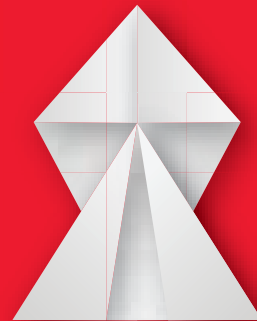
TRANSFORMATION
THROUGH INGENUITY

allcargo  logistics Ltd.
Ingenuity In Motion

 **AVASHYA**
GROUP



Like a blank paper is
transformed through
the art of Origami,
we transform logistics
through our ingenuity.



We started as a cargo handling operator with a single forklift.

Today, we are India's only logistics company with a global presence that spans across 142 offices, 62 countries and over 4000 port pairs and span the entire value chain of logistics - NVOCC, CFS-ICD, 3PL & Warehousing, Project and Engineering Solutions and Ship Chartering.

This transformation has been possible thanks to our passion, commitment and our ambition to be the best in everything we do. By understanding our clients' needs, by providing customized solutions, by going the extra mile to ensure quality and safety and finally by surprising our clients with the ingenuity that we have brought to the business of motion.

For us, every Annual Report is an occasion to remind ourselves of our humble origins and the fact that we continuously need to transform ourselves to stay ahead and be relevant to our clients and to all our stakeholders.



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MR. SHASHI KIRAN SHETTY
Chairman & Managing Director

- “CEO of the Year with HR Orientation” – Asia’s Best Employer Brand Awards
- “Outstanding Logistics Professional” – 2nd MALA Awards

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, 2012. We have changed our accounting year from calendar to fiscal and this Annual Report will discuss the audited financials for fifteen months ended March 31, 2012.

Our vision has been to become a global billion dollar enterprise by FY14 and I am happy to share with you that we are well on track to achieve this. We have continued to focus on our strategy of being a leading player in the global logistics space, evolving into an integrated logistics service provider.

Avashya Group

The past year has seen significant changes for our company. We introduced a new logo changing our name from Allcargo Global Logistics to Allcargo Logistics. We also launched a branding initiative, forming a mother brand called the Avashya Group. We felt with our growing scale of operations across the world, it was now necessary to build a monolithic brand across all the markets that we operate in.

Avashya Group will consolidate all our group companies: Allcargo, ECU Line, Hindustan Cargo Limited, Allcargo Shipping, MHTC and Conserve Infratech Pvt Ltd. under one umbrella brand.

Every logo has a story to tell and can be used to express an organization's ambition. With our businesses undergoing a transformation in size, scale and stature we have chosen to express the 'Unchanging Truth' about our corporation - Our Thinking. In future, as we expand and diversify our interests, Avashya will be committed to delivering 'Transformations that Delight' for every new activity it embarks upon. The symbol chosen for Avashya Group is a prism, an enduring symbol of transformations that delight – an object that takes white light and transforms it magically into a delightful rainbow of colors.

The creation of the new Allcargo logo is our endeavor to express the philosophy of inventiveness and imagination which we have brought into the field of logistics. Our tag line – 'Ingenuity in Motion' reflects our ambition and quest to be the 'game changer of logistics'. The infinity sign integrated into the Allcargo logo represents the infinite possibilities of ingenious thinking.

We have always prided ourselves on being 'hands-on' in each one of our business segments. Allcargo's new brand promise tells our existing and future customers that we will continue to offer versatile and superior quality services backed by a strong commitment to create value for all our stakeholders. We want them to know that we are moving forward with both these commitments at the forefront and are poised to reliably serve our customers' every need today and into the future, because they will always come first!

Our company has succeeded in building a financially healthy business with an attractive growth curve while always enhancing value to its shareholders. Our focused efforts coupled with uniquely positioned business strategy, has helped to deliver the desired results. The re-branding exercise signifies not only our focus on profitable growth but also the expansion of its businesses across sectors.

Business Performance

The consolidated financial performance for the 15 months ended March 31, 2012, is as follows:

- Total revenues at Rs. 4,325 crore – an annualized increase of 20%
- Earnings Before Interest, Depreciation and Tax (EBIDTA) stood at Rs. 574 crore – an annualized increase of 54%
- EBIDTA margins improved by 294 basis points to 13%
- Profit After Tax (PAT) at Rs. 285 crore – an annualized increase of 37%
- Earnings Per Share (EPS) of Rs. 21.8 – an annualized increase of 36%

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

The past year saw global trade flows slow down across many regions and the slowdown is expected to continue in the short term. Despite this, our global MTO business showed annualized growth of 13% in volumes, due to our resilient business model as an LCL consolidator and scale of operations across 62 countries and over 4,000 port pairs.

Our CFS volumes increased by 7% annualized. In fact, we are starting a new CFS at JNPT, adding additional capacity of 1,00,000 TEUs per annum, which will be operational by the end of August 2012.

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. This has culminated in a strong and robust order book in our project and engineering solutions business. 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 two years, building a large fleet size of over 900 equipment, to support this growing demand.

Awards and Recognitions

I am very pleased to inform you that in the past year, our company has won many awards:

- "CEO of the Year with HR Orientation" – Asia's Best Employer Brand Awards
- "Freight Forwarder of the Year" – 2nd MALA Awards
- "Outstanding Logistics Professional" – 2nd MALA Awards

- “LCL Consolidator of the Year” – 3rd South East CEO Conclave & Awards
- “Indian Freight Forwarder of the Year” – 1st Northern India Multimodal Logistics Awards
- “Most Well Diversified Business Enterprise” – Citi Commercial Bank & Economic Times

Future Plans

We continue to scale up our existing businesses with focus on profitable growth. We will explore new opportunities that would help us add value to our existing businesses or create synergies. 2012 has brought significant changes across the world. The uncertainty arising due to the European debt crisis, crude oil fluctuations, social and political unrest in Egypt, Libya, Bahrain; US credit downgraded; currency depreciation and rising inflation and interest rates in India, has created a ‘gloom and doom’ scenario. However, we see 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.

Through our focused efforts and with the continued support from you, I am confident that in the coming year we will add new dimensions to the Group’s success, and that over the next twelve months, we will be able to further consolidate our leadership role in the global logistics industry. 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.

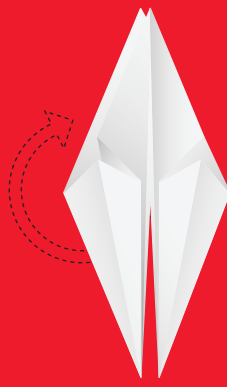
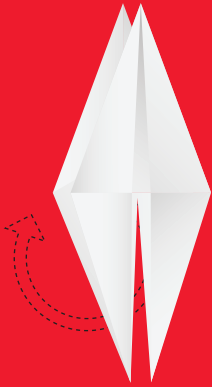
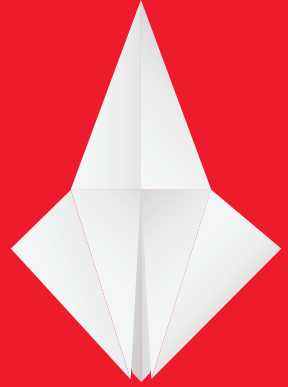
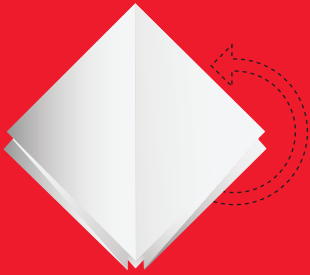
I thank you all for your immense support and continued trust in the Management of our Company. I sincerely thank all our stakeholders – customers, partners, employees, shareholders, business associates for their faith in us. As we plan and work towards making our business bigger and better, I look forward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

Thank You,

Shashi Kiran Shetty

Chairman and Managing Director

OUR BUSINESSES



Our company took its first steps in the field of logistics in 1993 with a single forklift as a cargo handling operator at the Mumbai port. Since then, it has evolved and transformed into various segments of logistics, expanding, entering into newer businesses.

Today our company has emerged as India's leading and largest integrated logistics multinational with operations across 62 countries covering over 4,000 port pairs.

The journey has been steady and systematic with every new growth opportunity carefully evaluated. The focus across all businesses has been on all our stakeholders, continually looking at innovations that would delight, ensuring they continue to choose us as their preferred partner in logistics. It is our dream to be the 'game changer' in the global logistics space.

Our Company operates in three broad segments in logistics:

1. Multimodal Transport Operations
2. Container Freight Stations and Inland Container Depots
3. Project and Engineering Solutions

Multimodal Transport Operations (MTO)



KRIS DE WITTE

Managing Director - Ecuhold NV



MARC STOFFELEN

CEO - ECU Line NV

The 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 our wholly owned subsidiary ECU Line.

We entered the business of LCL consolidation as agents of ECU Line and acquired the company in 2006 post our IPO. Since then we have expanded the network and scale of operations across the world. Today Allcargo is amongst the leading players in the global LCL consolidation market with a strong network across 62 countries and 142 own offices covering over 4,000 port pairs with nearly 200 agents and franchisees.

Our unique business model focuses primarily on LCL consolidation. Our focus and scale allows us to maintain neutrality in our operations and has given us an edge as the preferred LCL consolidator by freight forwarders and shipping companies. Besides LCL consolidation, we also do FCL consolidation for local freight forwarders. We have set up our own warehouses at five key ports that act as transshipment hubs enabling us to manage and execute our operations effectively.

Due to our vast network, we enjoy competitive advantage and resilience to volatility in global trade. During the peak global crisis, when global trade volumes plunged south, we continued to hold and maintain our volumes. Recognition has come through awards like "LCL Consolidator of the Year 2011" at the South East CEO Conclave and 'Freight Forwarder of the Year 2011' at the MALA event organized by EXIM in Mumbai, India.

In late 2010, we further expanded our reach, acquiring two agents of ECU Line in Hong Kong and last year we opened new offices in China and UAE to capitalize on the growing intra-Asia trade opportunity, while in Europe new franchisees have come on board.

We will continue to expand the scope of services by adding more profitable and niche trade lanes strengthening our global network and continually evaluate new business opportunities and offerings that would 'transform' the global arena of logistics. We are also in the process of streamlining operations and

increasing efficiencies across trade lanes, to improve profitability. We will also evaluate strategic acquisitions that can add value in terms of competitive edge, scale and cost rationalization.



Container Freight Stations (CFS) and Inland Container Depots (ICD)



ADARSH HEGDE
Executive Director

Our CFS and ICD operations encompass import/export cargo stuffing and de-stuffing, customs clearance and other related ancillary services to both, importers and exporters.

We commenced the CFS operations in 2003 at JNPT. Since then, with growing demand we have expanded with additional CFSs at the Chennai and Mundra ports. Today, we have an installed capacity of 341,000 TEUs per annum across these three ports and are expanding our capacity at the JPNT port with an additional 100,000 TEU per annum, about 1.5 kms away from the existing CFS. The new CFS at JNPT should be operational by the end of August 2012.

Over the past years we have increased and scaled our capacities across our CFSs and focused on transforming the businesses at each port. We have continued to garner market share and have emerged amongst the top two CFS operators at JNPT and Chennai and among the top five at Mundra.

Our CFSs are not only ISO but also OHSAS certified – the first CFS in India to achieve this accreditation. Our continual innovation and focus on customer satisfaction has culminated in many awards – the Maritime Gateway award for ‘Best Private CFS Operator in India’ in 2010 and Samudra Manthan award for ‘CFS Operator of the Year’ in 2011, to name a few.

Our business continues to focus on customer satisfaction and continually evaluates various ways to offer more value added services. We have installed RFIDs and use Google maps to enable a customer to track their shipment and container in our CFS. This has translated into increased capacity utilizations and realizations across our CFSs. Our capacity utilization is at a high of over 80% at the JNPT port, which accounts for over 60% of the EXIM trade in India.

Over the past 3 years, we have entered the business of ICDs, when we set up ICDs joint ventures with Hind Terminal at Kheda and with Concor at Dadri. The ICD at Dadri commenced operations in November 2011. The total installed capacity is 88,000 TEUs per annum.

Going forward, we will focus on the existing CFSs and ICDs, evaluating incremental profitable opportunities to scale up existing facilities or setting up new ones.



CFS at Chennai



Reefer facility at our CFS



RTG cranes at our CFS

Project and Engineering Solutions (P&E)



UMESH SHETTY
Executive Director



ARMIN KALYANIWALLA
CEO – Project Division

Our Project and 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/OWC cargo as well as project engineering solutions across various sectors.

Our company has always been in the business of projects and engineering solutions, albeit on a small scale to begin with. It is only in the past couple of years that this business has significantly taken off with the acquisition of MHTC Limited, a formidable player in the project logistics space. Today we are amongst the top three key infrastructure logistics companies in India with expertise in the heavy lift capability.

The India growth story with a strong play in infrastructure is the key driver for this business. The government's determined commitment to infrastructure spend can be seen in the 12th five-year plan. It is expected that investments in the sectors of oil & gas, power, metals & mining would translate in a CAGR growth of 23% by end of FY12 for the P&E sector and increase the demand for specialized transport solutions.

This creates a massive opportunity for us, being the 'partner of choice' for most Indian conglomerates due to our capabilities. Our team is one of the few in the country, capable of handling the most complex multi locational projects. This is also evident in the strong and robust order book that our team has generated through 12 new projects, despite slowdown in new project investments and expansion plans in India. The contracts awarded are in the sectors of infrastructure, power, cement and oil & gas sectors, most of these from existing customers. We have also invested significantly in this business, adding equipment especially cranes and hydraulic axles to support the growing demand as the business moves incrementally becoming the 'one-stop shop' for projects and logistics for the Indian conglomerate. We have a strategic alliance with Mammoet, the world's leading tailor-made heavy lifting and multimodal transport solutions specialist, to jointly source and execute projects where specialized cranes and other equipment are needed.

We will continue to focus on our expertise in heavy lift and specialized transport solutions, and continually evaluate opportunities and innovate to offer the best and optimal project logistics solutions to our customers.



New Business Opportunities



CAPT. ASHOK KUMAR SHRIVASTAVA
CEO - Shipping Division



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

Our company has identified two new business opportunities that would add to our services as an integrated logistics provider – Shipping and 3PL.

In shipping, we have acquired two mid-sized vessels for coastal transportation of bulk cargo and ODC/OWC. We are also in the process of acquiring a third vessel to meet the growing demand of our existing and new customers.

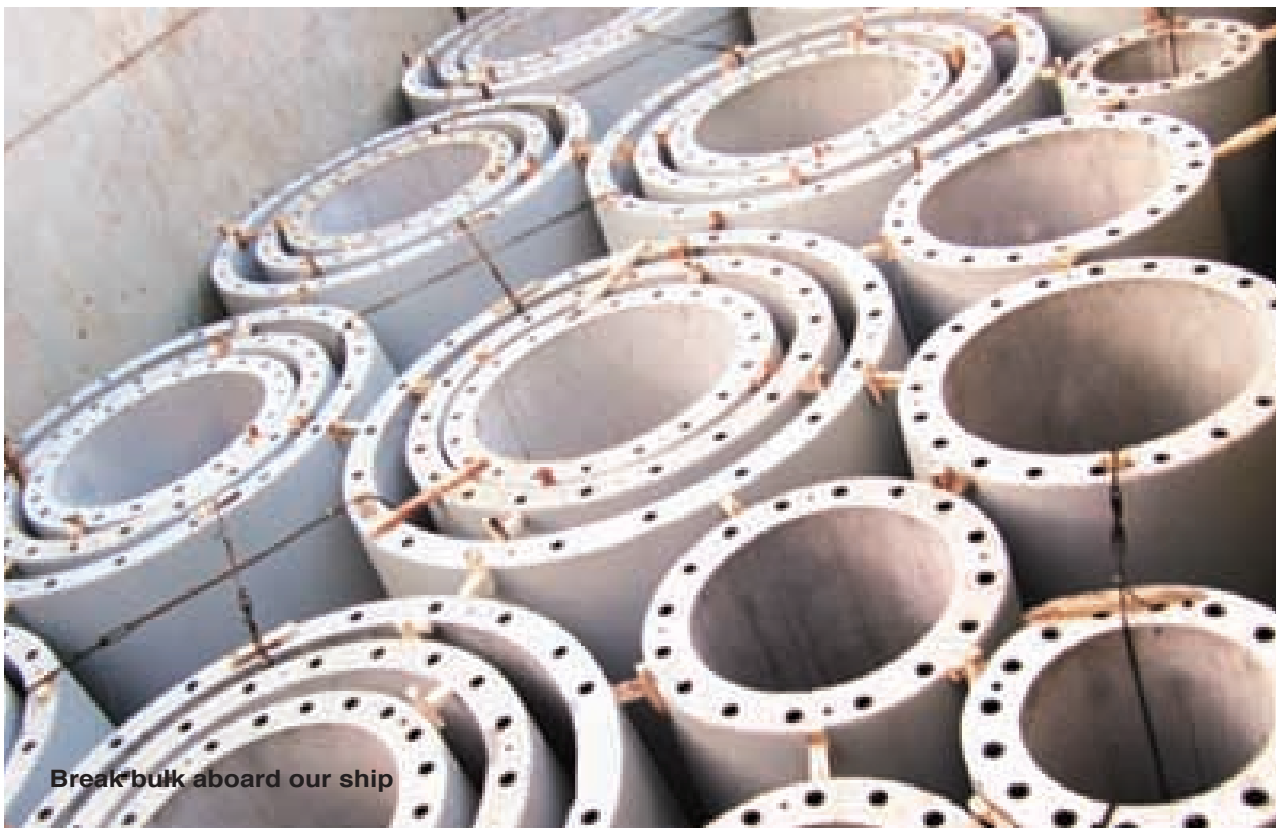
In 3PL, we have taken our first steps in this business through warehouses in Bhiwandi (Maharashtra), Goa and Hosur (South India). We also currently offer 3PL services at our ICD in Kheda. We have a land bank of nearly 200 acres at Nagpur, Hyderabad and Bangalore, where we are in the process of evaluating the 3PL opportunity.



Our Warehouse

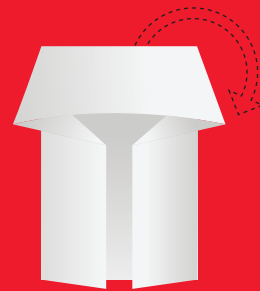


M.V. Allcargo Arathi



Break bulk aboard our ship

OUR MANAGEMENT TEAM



SENIOR MANAGEMENT TEAM



CORPORATE THINK TANK

Mr. Shashi Kiran Shetty
Chairman & Managing Director
Mrs. Arathi Shetty
Executive Director (upto 31/3/2012)
Mr. Adarsh Hegde
Executive Director
Mr. Umesh Shetty
Executive Director
Mr. P. P. Shetty
HR Advisor

OUR GROUP FUNCTIONAL LEADERS

Mr. S. Suryanarayanan
Director - Finance (Group)
Mr. C. Michael Fernandes
Director - Human Resources (Group)
Mr. Jatin Chokshi
Group Chief Investment Officer
Mr. Hrushikesh Joshi
Group Chief Information Officer
Mr. Mukundan K V
Chief Assurance & Risk Executive

OUR BUSINESS LEADERS

Mr. Kris De Witte
Managing Director - Ecuhold NV
Mr. Marc Stoffelen
CEO - ECU Line NV
Mr. Deepal Shah
CEO - Hindustan Cargo Ltd
Mr. Armin Kalyaniwalla
CEO - Project Division
Mr. Simon Bajada
RCEO - North & West Europe, Mediterranean
Mr. Tim Tudor
RCEO - Latin America
Mr. Mike Dye
RCEO - Far East
Ms. Shantha Martin
RCEO - ISC & Middle East
Capt. Ashok Kumar Shrivastava
CEO - Shipping Division
Mr. Ajay Rao
President - Strategy & BD (Warehousing & 3PL Division)
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

6th Floor, Avashya House
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Mumbai 400 098
Tel: 022-6679 8100
Fax: 022-6679 8195
www.allcargologistics.com

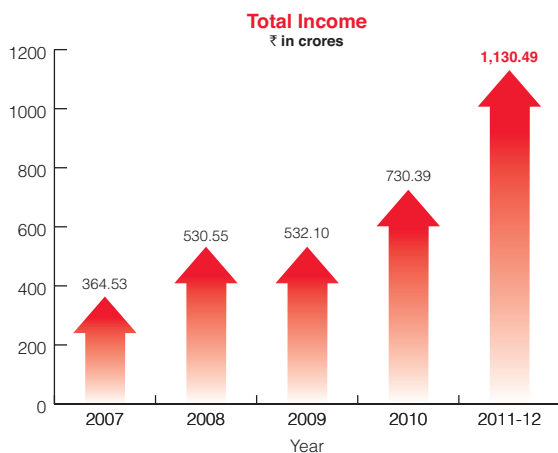
BOARD OF DIRECTORS



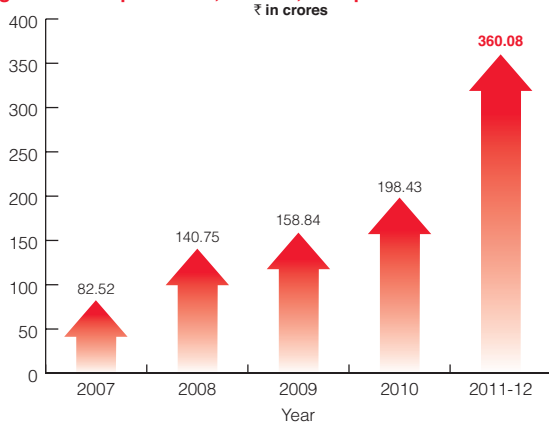
From left to right: M P Bansal, Keki Elavia, Kaiwan Kalyaniwalla, Umesh Shetty, Satish Gupta, Shashi Kiran Shetty, Adarsh Hegde, Akhilesh Gupta and Hari Mundra

OUR PERFORMANCE

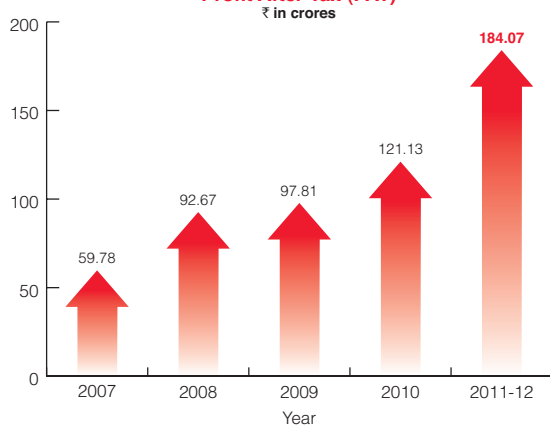
STANDALONE FINANCIALS



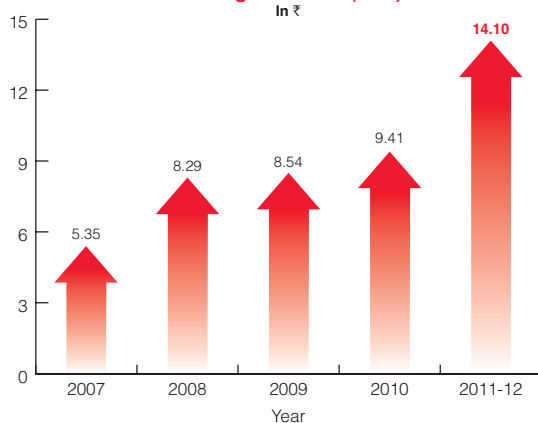
Earnings Before Depreciation, Interest, Exceptional Items and Tax (EBDITA)



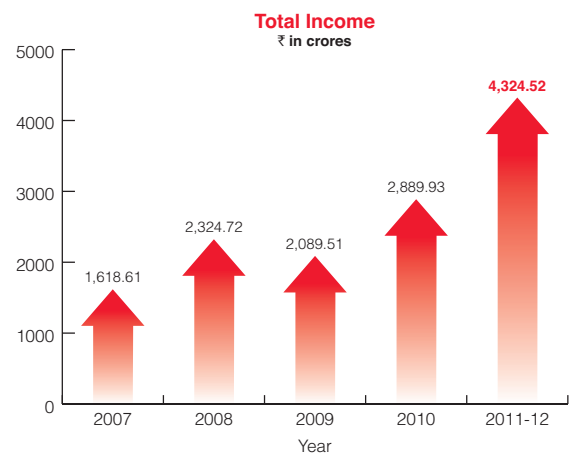
Profit After Tax (PAT)



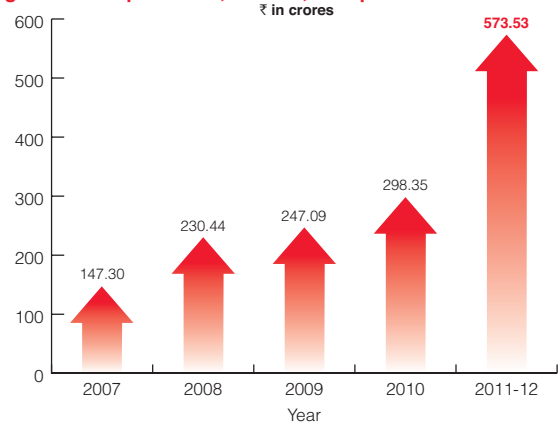
Earning Per Share (EPS)



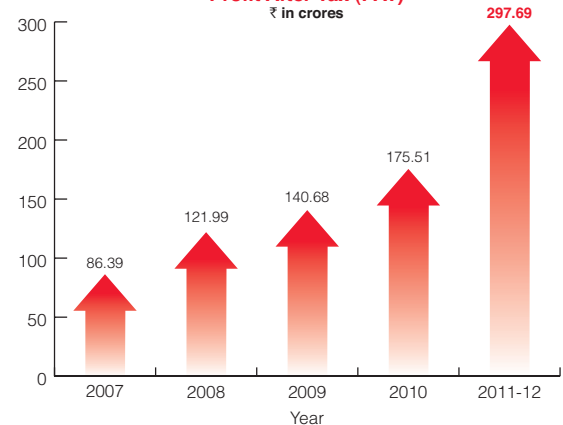
CONSOLIDATED FINANCIALS



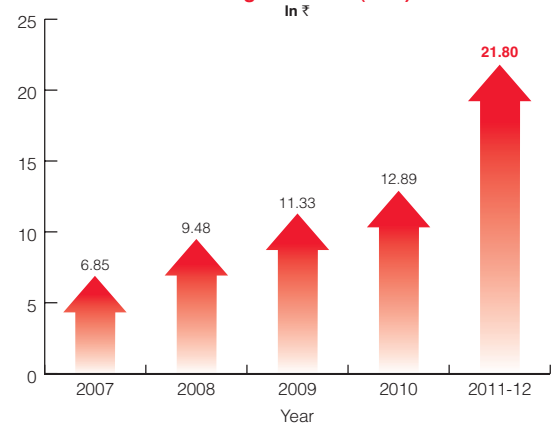
Earnings Before Depreciation, Interest, Exceptional Items and Tax (EBDITA)



Profit After Tax (PAT)



Earning Per Share (EPS)



STANDALONE FINANCIAL HIGHLIGHTS

(₹ in crores)					
Particulars	2011-12	2010	2009	2008	2007
Total Income	1,130.49	730.39	532.10	530.55	364.53
Profit Before Interest, Depreciation and Taxes	360.08	198.43	158.84	140.75	82.52
Interest	(50.55)	(13.32)	(14.96)	(12.45)	(2.10)
Depreciation	(89.05)	(40.24)	(37.63)	(25.47)	(14.20)
Profit Before Exceptional Items and Taxation	220.49	144.87	106.25	102.83	66.22
Provision for Tax	(36.42)	(23.74)	(8.44)	(16.42)	(10.52)
Exceptional Items	-	-	-	6.27	4.08
Profit After Tax & Exceptional Items	184.07	121.13	97.81	92.67	59.78
Profit Brought Forward from Previous Year	319.38	244.24	170.86	94.24	54.54
Prior Period Adjustments	-	12.38	0.17	(0.01)	(0.002)
Profit Available for Appropriations	503.45	377.74	268.84	186.90	114.33
Earning Per Share	14.10	9.41	8.54	8.29	5.35
Appropriations:-					
Interim Dividend Paid	13.06	6.81	6.24	-	4.05
Tax on Interim Dividend	2.12	1.13	1.06	-	0.69
Proposed Final Dividend	6.53	32.63	6.24	5.59	6.71
Tax on Final Dividend	1.06	5.29	1.06	0.95	1.14
Transfer to General Reserve	18.50	12.50	10.00	9.50	7.50
Balance Carried to Balance Sheet	462.19	319.38	244.24	170.86	94.24

CONSOLIDATED FINANCIAL HIGHLIGHTS

(₹ in crores)					
Particulars	2011-12	2010	2009	2008	2007
Total Income	4,324.52	2,889.93	2,089.51	2,324.72	1,618.61
Profit Before Interest, Depreciation and Taxes	573.53	298.35	247.09	230.44	147.30
Interest	(68.32)	(19.44)	(23.16)	(24.85)	(12.35)
Depreciation	(133.70)	(54.99)	(54.47)	(44.72)	(25.23)
Profit Before Exceptional Items and Taxation	371.51	223.91	169.46	160.87	109.73
Exceptional Items	(0.44)	0.0004	(2.74)	(3.14)	0.53
Provision for Tax	(73.37)	(48.40)	(26.04)	(35.73)	(23.87)
Profit After Tax	297.69	175.51	140.68	121.99	86.39
Profit Brought Forward from Previous Year	433.49	325.93	220.00	128.34	71.92
Prior Period Adjustments for Taxes and Expenses	-	0.39	0.03	(0.42)	0.01
Minority Interest	(13.17)	(9.98)	(10.76)	(13.87)	(9.84)
Profit Available for Appropriations	718.01	491.86	349.95	236.04	148.48
Earning Per Share	21.80	12.89	11.33	9.48	6.85

To,
The Members of
Allcargo Logistics Limited

The Directors take pleasure in presenting the Nineteenth Annual Report of the Company together with Audited Statement of Accounts for the 15 months period ended March 31, 2012.

FINANCIAL HIGHLIGHTS

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

Particulars	(₹ in crores)	
	For the Period Ended 31.03.2012 (15 months)	For the Year Ended 31.12.2010 (12 months)
Sales & Other Income	1,130.49	730.39
Profit Before Interest, Depreciation and Taxes	360.08	198.43
Interest	50.55	13.32
Depreciation	89.04	40.24
Provision For Tax	36.42	23.74
Profit After Tax	184.07	121.13
Prior Period Adjustments For Tax and Expenses	-	12.38
Profit Brought Forward From Previous Year	319.38	244.24
Amount Available For Appropriations	503.45	377.75
Appropriations:		
Interim Dividend	13.05	6.81
Tax on Interim Dividend	2.12	1.13
Proposed Dividend	6.53	32.63
Tax on Dividend	1.06	5.29
Transfer to General Reserve	18.50	12.50
Profit carried to Balance Sheet	462.19	319.39

REVIEW OF OPERATIONS

The period under review was challenging and opportunistic for your Company as macroeconomic environment continued to remain unstable and volatile. In spite of all odds, your company recorded significant growth and robust performance at all levels. The growth oriented performance 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.

Stand-alone Performance:

Your Company has earned total revenue of ₹ 1,130.49 crore and earned a net profit of ₹ 184.07 crore as compared to revenue of ₹ 730.39 crore and net profit of ₹ 121.13 crore in preceding financial year, representing 24% & 22% growth in revenue and net profit respectively on annualized basis.

Earnings before interest, tax and depreciation (EBITDA) is ₹ 360.08 crore as compared to ₹ 198.43 crore in preceding financial year, representing 45% growth on annualized basis.

Consolidated Performance:

Your Company has earned total revenue of ₹ 4,324.52 crore and earned a net profit after minority interest of ₹ 284.53 crore as compared to revenue of ₹ 2,889.93 crore and net profit after minority interest of ₹ 165.92 crore in preceding financial year, representing 20% & 37% growth in revenue and net profit respectively on annualized basis. Earnings before interest, tax and depreciation (EBITDA) is ₹ 573.53 crore as compared to ₹ 298.35 crore in preceding financial year, representing 54% growth on annualized basis.

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

APPROPRIATIONS

Considering the profitable performance of the Company during the period under review, your Directors are pleased to recommend final dividend @ 25% i.e. ₹ 0.50 per equity share of ₹ 2/- each.

The total dividend, including the interim dividend paid @ 50% in November 2011, will be 75% i.e. ₹ 1.50 per equity share of ₹ 2/- each. The Dividend, if approved by the members at the ensuing Annual General Meeting, together with interim dividend paid in November 2011, will absorb a sum of ₹ 22.76 crore including dividend distribution tax.

SUBSIDIARY COMPANIES

During the period under review, your Company and its subsidiaries have made investments / divested investments / discontinued business operations in the following companies:

- Acquired 100% equity stake in MHTC Logistics Private Limited., a company engaged in the business of Project Logistics and Freight Forwarding;
- Acquired 70% equity stake in Universal Container Freight Station Private Limited (name changed to Transindia Logistic Park Private Limited), a company engaged in the business of Container Freight Station / Inland Container Depot Business;
- Acquired 100% equity stake in Amfin Consulting Private Limited, a company engaged in the business of Trading and Investment, through Contech Transport Services Private Limited, the wholly owned subsidiary of the Company;
- Formed Contech Transport Services (Pvt) Ltd, as 100% subsidiary of Contech Transport Services Private Limited, in Sri Lanka;
- Formed HC Logistics Limited as 100% subsidiary of Hindustan Cargo Limited, the wholly owned subsidiary of the Company;
- Acquired through Hindustan Cargo Limited, the wholly owned subsidiary of the Company, 100% equity stake in Credo Shipping Agencies (I) Private Limited, a company engaged in the Shipping Line business;
- Ecu International NV, subsidiary of Ecuhold NV, acquired 33.33% stake in Flamingo Line El Salvador SA de CV. With acquisition of balance stake, Flamingo Line El Salvador SA de CV has become wholly owned subsidiary of the Company;
- Ecu International NV, subsidiary of Ecuhold NV, acquired 33.33% stake in Flamingo Line de Guatemala S.A. With acquisition of balance stake, Flamingo Line de Guatemala S.A. has become wholly owned subsidiary of the Company;
- Formed a joint venture company Ecu Line Saudi Arabia LLC in which Ecuhold NV, holds 70% stake;
- Ecuhold NV increased its stake from 51% to 63% in SHE Maritime Services Limited;

- ECU-TRANS N.V., D & E Transport NV, ECU Heavy Lift, W.L.L., ECU Line Italy TRC srl, AMI Ventures Limited, ECU Line de Guatemala S.A. step down subsidiaries, have ceased their operations and accordingly they are liquidated / dissolved.

The stand-alone audited financial statements of all subsidiaries operating in India and Overseas are not attached to this report in view of 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, 2012 are set out in Annexure II annexed to this report.

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 period under review, your Company had issued and allotted 30,354 equity shares of ₹ 2/- each to its employees and employee of overseas subsidiary company against exercise of options granted to them under "Allcargo Employee Stock Option Plan 2006". Consequently, the total paid up capital of the Company has increased from ₹ 261,033,936 comprising of 130,516,968 equity shares of ₹ 2/- each to ₹ 261,094,644 comprising of 130,547,322 equity shares of ₹ 2/- each.

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

CHANGE OF NAME OF THE COMPANY

The Company was incorporated on August 18, 1993 under the name and style "All Cargo Movers (India) Private Limited". The name was subsequently changed to Allcargo Global Logistics Private Limited. On becoming a public company, the name was further changed to Allcargo Global Logistics Limited. The rationale behind the change of name from Allcargo Movers to Allcargo Global was to exhibit the global operations of the Company in its name especially after acquisition of Ecu Line business in the year 2005 & 2006.

Since the Company has established its global presence and is in the process of reviewing its brand and has further strengthened the same by offering wide spectrum of integrated logistic activities and solutions and further with a view to reflect the integrated logistic activities in its name, the name of the Company has been changed from Allcargo Global Logistics Limited. to Allcargo Logistics Limited w.e.f. July 29, 2011.

DE-MERGER OF PROJECT LOGISTICS BUSINESS BY MHTC LOGISTICS PRIVATE LIMITED

Your Company acquired 100% equity stake of MHTC Logistics Private Limited ('MHTC') during the period under review. MHTC is engaged in the business of Project Logistics and Freight Forwarding. Considering the business synergy existing in the Project Logistics business of the Company and MHTC, the Board of Directors of both the companies thought it prudent in the best interest of both the companies to de-merge the Project Logistics business of MHTC in favour of the Company with effect from April 1, 2012 in accordance with provisions of Section 391 to 394 read with Section 78, 100 to 103 of the Companies Act, 1956.

The proposed de-merger of the Project Logistics Business by MHTC in favour of your Company would have following resultant benefits:

- It would result in managing the Project Logistics Business through a single network and under one roof. It will thus be possible to combine the Project Logistics business of MHTC and Allcargo under one umbrella without incurring avoidable expenditure on infrastructure and will enable Allcargo to avail expertise in ventures of an industrial and commercial nature.
- Allcargo will be in a better position to avail of the financial, human and other capital resources of MHTC and its expertise in the Project Logistics business. Such an arrangement will enable the Company to expand the Project Logistics business operations with minimum additional cost and shortest possible time;
- The financial position of the Company will be better as compared to that of the stand-alone entities; and
- The integration proposed would enable cost savings, optimum utilization of available resources which will enhance the management focus thereby not only leading to higher profitability but will also increase shareholder's value.

The Scheme of Arrangement comprising of de-merger duly approved by the Board of Directors of both the companies shall be subject to approval by the Members and Creditors of both the companies and approval by the Hon'ble Bombay High Court.

AWARDS AND RECOGNITION

The period 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.

- 🏆 "Most Well Diversified Business Enterprise" by City Commercial Bank & Economic Times
- 🏆 "Freight Forwarder of the Year (Indian)" by the Maritime and Logistics Awards (MALA) 2011
- 🏆 Mr. Shashi Kiran Shetty, the Chairman & Managing Director of the Company, was awarded "Outstanding Logistics Professional of the Year" by Maritime and Logistics Awards (MALA) 2011
- 🏆 Mr. Shashi Kiran Shetty, the Chairman & Managing Director of the Company, was honoured with "CEO of the Year with HR Orientation" Asia's Best Employer Brand Awards
- 🏆 Mr. Shashi Kiran Shetty, the Chairman & Managing Director of the Company, was honoured with a port of Antwerp award for "Outstanding Contribution in the commercial and human areas" for strengthening the relationship between the Port of Antwerp and India.
- 🏆 "LCL Consolidator of the Year" by 3rd South East CEO Conclave & Awards

₹ “Indian Freight Forwarder of the Year” – 1st Northern India Multimodal Logistics Award

₹ Allcargo has been ranked at No. 223 in the ET 500-2011 list by “The Economic Times”.

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 Mr. Hari L. Mundra and Mr. Umesh Shetty as Additional Directors on the Board of the Company under Section 260 of the Companies Act, 1956. Mr. Hari L. Mundra is a Non Executive Independent Director and Mr. Umesh Shetty is Executive Director. Mr. Hari L. Mundra and Mr. Umesh Shetty shall hold their respective offices upto the date of the ensuing Annual General Meeting. The Company has received notices under Section 257 of the Companies Act, 1956 proposing their candidature for the office of Directors at the ensuing Annual General Meeting of the Company. The Board recommends their appointment at the ensuing Annual General Meeting.

Mrs. Arathi Shetty was appointed as Whole Time Director of the Company for a period of 5 years effective from April 1, 2007. In accordance with the terms of appointment, her term of office expired on close of the business hours on March 31, 2012. Due to her pre-occupation, Mrs. Arathi Shetty has expressed her unwillingness to continue as Whole Time Director and accordingly her term has not been renewed. However, she continues to serve on the Board of the Company as a Non Executive Director of the Company w.e.f April 1, 2012.

In accordance with the provisions of the Companies Act, 1956 and that of Articles of Association of the Company, Mr. Kaiwan Kalyaniwalla, Mr. Satish Gupta and Mr. Keki Elavia, Non Executive and Independent 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 Mr. Hari L. Mundra, Mr. Umesh Shetty, Mr. Kaiwan Kalyaniwalla, Mr. Satish Gupta and Mr. Keki Elavia 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 and are eligible for re-appointment.

The Company has received letters 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 their respective offices from the conclusion of ensuing Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

Auditors Observation:

The Statutory Auditors of the Company have made an observation in their report that the Company has paid remuneration aggregating to ₹ 2.43 crore for the years ended December 31, 2009 and December 31, 2010 to a relative of a Director and remuneration aggregating to ₹ 3.77 crore for the period from January 1, 2011 to March 31, 2012 to relatives of certain Directors, subject to prior approval of the Central Government as per the requirements of Section 314 of the Companies Act 1956. The Company is yet to receive Central Government approval in respect of the same.

The Company has made an application to the Central Government as per the requirements of Section 314 of the Companies Act, 1956 in respect of appointment and payment of remuneration to relatives of certain directors. Pending the Central Government approvals, the Company has paid remuneration to the appointees as approved by the Members and the Board of Directors of the Company with a condition that such remuneration or part thereof shall be refunded if the Central Government declines to approve or modifies the remuneration payable to them.

Apart from the above, the observations and comments given by Auditors in their report read together with notes to accounts are self explanatory and hence do not call for any further comments.

INTERNAL AUDIT

The Company has an adequate internal audit system implemented by in-house department and supported by independent Chartered Accountants 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.

PUBLIC DEPOSITS

During the period 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 there under.

SAFETY, HEALTH AND ENVIRONMENT

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 Hiring Division is Occupational Health & Safety Management Systems (OHSAS) compliant and a member of the globally recognized Lifting Equipment Engineers Association (LEEAA, UK) and ISO certified. All Custom Freight Station (CFS) / Inland Container Depot (ICD) are certified for 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;
- Safety Awareness Campaign and Safety week are being held / celebrated at each location to improve the awareness of employee;
- OHSAS audits and Fire & Safety audits are conducted by competent agencies at regular intervals;
- HazMat training is provided to all CFS employees;
- Medical Health check-up of all employees are conducted at regular intervals;
- CCTV & Safety alarms are installed at each locations;
- All equipments are mandatorily ensured with PUC;

- RTG are being put into use instead of Reach Stackers to control environment pollution caused due to diesel consumption;
- 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

Corporate Social Responsibility (CSR) is basically a concept whereby companies decide voluntarily to contribute to a better society and a cleaner environment.

Robert F. Kennedy once said, "The future is not completely beyond our control. It is the work of our own hands". At Allcargo, we invest in the youth of tomorrow, who is our future, transforming their today, to empower and create better opportunities for them.

Our Company actively invests in college and school infrastructure, offering scholarships to under-privileged students based on meritocracy and accomplishments. We have provided infrastructure funding to schools in Maharashtra across small towns like Koproli, Panvel and colleges in Dombivli, New Mumbai and Kalladka in the Bantwal District. We offer scholarships, donations and provide support for the children from the lower sections of society, at a college in the Bantwal District, IT colleges in Mumbai and JNPT (New Mumbai) and to children of our own contract employees. We initiated the 'Anando program' in Uran, in collaboration with a NGO 'Light of Life Trust', where we worked with two schools to decrease the drop out ratio of children, by providing financial support, guidance, mentoring etc.

Allcargo supports social causes and also has a keen focus on preserving our environment. We make regular contributions to the Cancer Society and the Mother Teresa Foundation that offers help across various associations for the blind in India. We have been active participants of the Mumbai Marathon for the past 3 years, making significant donations to all noble causes that this marathon has supported. Our Company has also been active in organizing eye camps and various fund raisers that support different charities through different Lions and Rotary clubs in Mumbai. We are the members of the BNHS, an association which supports and strives for the wild life preservation.

At Allcargo, we believe that for an effective CSR, it has to be the ethos of a Company and built into its value system, reflecting in every interaction that the organization has with each of its stakeholder. And we endeavor every year to do more for our society, our youth, our environment, our stakeholders, in an attempt to change every life that we touch..

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, 2012 and of the profit of the Company for the period 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 the Companies Act, 1956, 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, Practising Company Secretaries, confirming compliances 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 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 period 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 30, 2012

ADDENDUM TO DIRECTORS' REPORT

The Company had appointed Mr. Umesh Shetty as Chief Executive Officer of Equipment Hiring Division under Section 314 of the Companies Act, 1956 for a period of three years effective from January 1, 2009 on the terms & conditions and remuneration as recommended by the Compensation / Remuneration Committee, Board of Directors and approved by the Members of the Company. The Company had made the application to the Central Government seeking the approval. The Company has received approval from the Government of India, Ministry of Corporate Affairs vide letter no. SRN B15362726/4/2011-CL-VII dated June 5, 2012 approving the appointment of Mr. Umesh Shetty as Chief Executive Officer of Equipment Hiring Division under Section 314 of the Companies Act, 1956 for a period of three years effective from January 29, 2009 to December 31, 2011 at a remuneration of ₹ 26,062,000/- p.a. As stipulated in the approval letter the Company has recovered ₹ 700,000/- from Mr. Umesh Shetty, being the remuneration paid in excess of the approved amount, during the period January 1, 2011 to December 31, 2011.

Considering the contribution made by Mr. Umesh Shetty in achieving the phenomenal growth by Equipment Hiring Division vis-à-vis performance and growth achieved by the Company during his tenure, the Company has, subject to Central Government's approval, re-appointed Mr. Umesh Shetty as Chief Executive Officer of the Project & Engineering Solution Division of the Company for a further period of three years effective from January 1, 2012 on the terms & conditions and remuneration as recommended by the Compensation / Remuneration Committee, Board of Directors and approved by the Members of the Company.

Further, with a view to broad-base the Board composition and to optimize and further enhance the existing corporate governance practices of the Company and considering the growth oriented performance and contribution made by Mr. Umesh Shetty, the Board of Directors has, subject to approval by the Members of the Company at the ensuing Annual General Meeting, appointed Mr. Umesh Shetty as Whole Time Director of the Company for a period of 5 years

commencing from June 1, 2012 on the terms and condition and remuneration as recommended by the Compensation / Remuneration Committee. Necessary resolution relating to his appointment as Whole Time Director of the Company has been placed before the Members for their approval at the ensuing Annual General Meeting.

The Company has made the application to the Government of India, Ministry of Corporate Affairs seeking approval for re-appointment of Mr. Umesh Shetty as Chief Executive Office of the Project & Engineering Solution Division of the Company for a period from January 1, 2012 to May 31, 2012 (5 months) and the same is under consideration.

During the period under review, the Company has, subject to Central Government's approval, appointed Mr. Armin Kalyaniwalla, a relative of a Director, as Chief Executive Officer – Project Division of the Company, for a period of 3 years commencing from January 1, 2012 on the terms & conditions and remuneration as recommended by the Compensation / Remuneration Committee, Board of Directors and approved by the Members of the Company. The Company has made the application to the Central Government for seeking its approval.

Pending the Central Government approvals, the Company has paid remuneration to the appointees as approved by the Members and the Board of Directors of the Company with a condition that such remuneration or part thereof shall be refunded if the Central Government declines to approve or modifies the remuneration payable to them.

For and on behalf of the Board of Directors

Shashi Kiran Shetty
Chairman & Managing Director

Place : Mumbai
Date : July 2, 2012

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 Period Ended	For the Year Ended
	31.03.2012	31.12.2010
Electricity		
Through Purchases:		
Purchased Units	3,503,597	2,409,263
Total Amount (₹)	29,427,311	18,339,854
Rate / Unit (₹)	8.40	7.61
Through Diesel Generator:		
Units Generated	542,181	338,127
Total Amount (₹)	7,412,981	3,905,994
Cost / Unit	13.67	11.55

TECHNOLOGY ABSORPTION:

After successfully undertaking business transformation initiatives in 2010, your Company was involved in driving various optimization programs in 2011. Change management actions are now fully settled and the new systems are making a tangible difference across all business verticals. Tighter application controls are now in place and the overall data quality has improved enabling better decision making capability.

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

- To support the re-branding initiative, a new state-of-the-art corporate website was deployed.
- The IT DR (Disaster Recovery) strategy and plans have been initiated to setup a DR facility at Hyderabad. Business Continuity Plans (BCP) have been compiled for each location and clear roles and responsibilities have been identified to cope up with an unforeseen disaster.
- A detailed assessment was undertaken to deploy an enterprise wide CRM (Customer Relationship Management) system.

- For the Shipping Services division, various industry standard applications were evaluated and a final choice has been firmed up for implementation.
- Subsidiaries who were operating using Tally have now been migrated to the centralized INFOR FMS (Financial Management System).

On the ECU Line front, a complete systems transformation program has been initiated and extensive evaluations & assessments have been undertaken to define the future business applications platform. This will be a major program implementation that will touch every user within the ECU Line network and the project will be formally launched in 2012.

Other IT initiatives undertaken across different business verticals are summarized below:

NVOCC

The integrated ERP application used by the NVOCC division was upgraded to Oracle 11g and new system enhancements were deployed to improve operational efficiency. This involved deployment of a self-service web tool for customers and implementation of opportunity module to track pipeline management under CRM. The KPI (Key Performance Indicators) framework is now fully deployed and metrics are published to measure operational performance across each office.

3PL

The 3PL division underwent ISO certification and new sites were configured within the WMS (Warehouse Management System). The technical platform was also upgraded to a newer version WM 9.1.6. The warehouses performance is now closely monitored using KPIs that get published on a monthly basis.

Equipment

The INFOR EAM (Enterprise Asset Management) application is now fully settled and it is now a critical backbone that is providing business a competitive edge. Phase II Implementation requirements have been identified to take the INFOR EAM application to the next level. The requirements have been fully scoped from a functional and technical standpoint and will be taken up for implementation in 2012. A dedicated Microsite was also deployed for the Equipment Division.

CFS / ICD

A new system called "CFSMAG" was successfully implemented at our joint venture facility at ICD Dadri. The Company has decided to invest in RFID (Radio Frequency Identification) technology and a pilot implementation was initiated at JNPT CFS. All containers entering JNPT CFS will be tagged using an RFID tag and this will enable tracking exact container location within the facility. Once fully deployed, the RFID solution will help optimize yard management operations and result in better assets utilization.

Project Cargo

The capabilities of the PCMS (Project Cargo Management System) application were further enhanced. A new container tracking system and a customer portal was implemented besides fully integrating operations of the newly acquired

organization, MHTC Logistics Private Limited (MHTC). A plan is in place to phase out the legacy applications used by the erstwhile MHTC and the integration is now complete from an IT perspective. A project has also been initiated to standardize business processes across the Projects Division and will be completed by 2012.

Foreign Exchange Earnings and Outgo:

(₹ in crores)

Particulars	For the Period Ended	For the Year Ended
	31.03.2012	31.12.2010
Total Foreign Exchange Outgo	350.72	57.55
Total Foreign Exchange Earned	39.88	29.04

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, 2012:

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	79,350	12,500
The total number of equity shares arising as a result of exercise of options	79,350	12,500
Options lapsed/expired	101,100	17,500
Variation of terms of options	Nil	Nil
Money realized by exercise of options	158,700	25,000
Total number of options in force	11,050	35,000
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 period.	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

Particulars	Series I (Pre-Listing)	Series II (Post Listing)
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')	₹ 14.1	₹ 14.1
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. Description of the method and significant assumptions used during the year to estimate fair values of options, including the following weighted average information:	Not Applicable	Not Applicable
(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 option grant.	₹ 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

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 period ended March 31, 2012, 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.

DIRECTORS' REPORT

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING TO COMPANY'S INTEREST IN SUBSIDIARY COMPANIES AS ON AND FOR THE PERIOD ENDED MARCH 31, 2012 (₹ in '000)

Sr. No.	Name of the Subsidiary 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, 2012	For the previous financial years of the subsidiary since it became a subsidiary i.e. Upto December 31, 2010
1	Hindustan Cargo Limited	March 31, 2012	Allcargo Logistics Limited	100.00	₹ 10	250,000	(11,094)	1,20,592
2	Contech Transport Services Private Limited	March 31, 2012	Allcargo Logistics Limited	100.00	₹ 100	10,000	1,269	11,833
3	Ecu Line (India) Private Limited	March 31, 2012	Allcargo Logistics Limited	99.99	₹ 10	9,999	(45)	(120)
4	Allcargo Shipping Co.Private Limited (Formerly known as AGL Ports Private Limited)	March 31, 2012	Allcargo Logistics Limited	100.00	₹ 10	10,000	62,166	(26,245)
5	South Asia Terminals Private Limited	March 31, 2012	Allcargo Logistics Limited	51.00	₹ 10	3,327,750	(18,704)	(24,253)
6	Southern Terminals & Trading Private Limited (Formerly known as AGL Terminals Private Limited)	March 31, 2012	Allcargo Logistics Limited	100.00	₹ 10	10,000	20,268	(128)
7	AGL Warehousing Private Limited	March 31, 2012	Allcargo Logistics Limited	100.00	₹ 10	10,000	(17,213)	(9,392)
8	Allcargo Logistic Park Private Limited	March 31, 2012	Allcargo Logistics Limited	51.00	₹ 10	3,867,840	(26,749)	-
9	Ecu International (Asia) Private Limited	March 31, 2012	Ecuhold NV	100.00	₹ 10	52,341	116	1,937
10	Comptech Solutions Private Limited	March 31, 2012	Contech Transport Services Private Limited	48.28	₹ 10	700,000	(278)	(425)
11	Amfin Consulting Private Limited	March 31, 2012	Contech Transport Services Private Limited	100.00	₹ 10	1,000	15,139	-
12	Transindia Logistic Park Pvt Limited (Formerly known Universal Container Freight Station Private Limited)	March 31, 2012	Allcargo Logistics Limited	70.00	₹ 10	8,400	3,760	-
13	MHTC Logistics Private Limited	March 31, 2012	Allcargo Logistics Limited	100.00	₹ 10	200,000	9,324	-
14	CombiLine Indian Agencies Private Limited	March 31, 2012	MHTC Logistics Private Limited	98.95	₹ 100	3,019	412	-
15	HC Logistics Limited	March 31, 2012	Hindustan Cargo Limited	100.00	₹ 10	50,000	(28)	-
16	Credo Shipping Agencies (I) Private Limited	March 31, 2012	Hindustan Cargo Limited	100.00	₹ 10	10,000	(8)	-
17	Ecu Line Abu Dhabi LLC	March 31, 2012	Ecuhold NV	75.50	AED 1500	76	5,728	16,353
18	Ecu Line Algeria sarl	March 31, 2012	Ecuhold NV	100.00	DZD 1000	1,000	15,243	7,082
19	Ecu Logistics SA	March 31, 2012	Ecuhold NV	100.00	ARS 1	16,000	9,013	10,209
20	Ecu-Line Australia Pty.Ltd.	March 31, 2012	Ecuhold NV	60.00	AUD 1	60,000	23,959	3,721
21	Ecuhold N.V.	March 31, 2012	AGL NV	100.00	EURO 19.55	160,546	7,391	8,81,205
22	Allcargo Belgium N.V.	March 31, 2012	Allcargo Logistics Limited	100.00	EURO 1000	11,500	(14,235)	(29,940)
23	EcuBro N.V.	March 31, 2012	Ecuhold NV & Ecu Line NV	100.00	EURO 743.81	105	3,029	(11,236)
24	Ecu International N.V.	March 31, 2012	Ecuhold NV & Ecu Line NV	100.00	EURO 24.80	2,500	2,441	(66,560)
25	Ecu-Tech BVBA	March 31, 2012	Ecuhold NV & Ecu International NV	100.00	EURO 24.79	750	(720)	(4,103)
26	Ecu-Line N.V.	March 31, 2012	Ecuhold NV & Ecu International NV	100.00	EURO 1278.35	970	27,018	1,05,080
27	Ecu-Logistics N.V.	March 31, 2012	Ecuhold NV	100.00	EURO 24.79	27,750	6,410	(16,910)
28	AGL N.V (Formerly known as RMK N.V)	March 31, 2012	Allcargo Belgium NV	100.00	EURO 1646.69	19,917	(1,780)	(51,879)
29	HCL Logistics NV (Ecu Air NV)	March 31, 2012	Ecuhold NV & Ecu International NV	100.00	EURO 10	40,000	(3,795)	(5,964)
30	Ecu Global Services NV (formerly known as IPTS)	March 31, 2012	Ecuhold NV & Ecu International NV	100.00	EURO 24.83	97,757	(15,494)	(1,45,451)
31	Ecu Logistics do Brazil Ltda	March 31, 2012	Guldary S.A.	100.00	BRL 1	54,500	19,449	(93,622)
32	Flamingo Line do Brazil Ltda	March 31, 2012	Guldary S.A.	100.00	BRL 1	50,000	(395)	(25,875)
33	Ecu Line Bulgaria EOOD	March 31, 2012	Ecuhold NV	100.00	BGN 50	100	(2,770)	(3,250)
34	Ecu-Line Canada Inc.	March 31, 2012	Ecuhold NV	50.00	CAD 1	50	(4,492)	2,292
35	ECU Line Chile S.A.	March 31, 2012	Ecuhold NV & Ecu International NV	100.00	CLP 100000	300	9,120	28,582
36	Cargo Freight Station S.A.	March 31, 2012	Ecuhold NV	50.00	CLP 1000	10,800	172	1,312
37	Flamingo Line Chile S.A	March 31, 2012	Ecuhold NV & Ecu International NV	100.00	CLP 10000	100	(31)	250
38	ECU Line Guangzhou Ltd	March 31, 2012	Ecu Line Hong Kong Ltd	100.00	HKD 1	5,990,000	(13,082)	(779)
39	Ecu Line De Colombia S.A.	March 31, 2012	Ecuhold NV	100.00	COP 1000	369,102	111	(280)
40	Conecli International S.A.	March 31, 2012	Ecuhold NV	100.00	CRC 200	100	4,517	1,226
41	Ecu Line Middleeast LLC	March 31, 2012	Ecuhold NV	86.00	AED 1090	258	40,684	1,82,950
42	Eurocentre FZCO	March 31, 2012	Ecu International Far East Ltd	84.62	AED 100000	11	9,724	47,058
43	Asia Line Ltd.	March 31, 2012	Allcargo Logistics Limited	100.00	EURO 100	10,000	(7,665)	9,801
44	ECU Heavy Lift, W.L.L. (Upto May 12, 2011)	March 31, 2012	Asia Line Ltd.	100.00	AED 67	49,000	-	-
45	Ecu Line Del Ecuador S.A.	March 31, 2012	Ecuhold NV	100.00	USD 4	2,500	6,038	1,426
46	Flamingo Line del Ecuador S.A.	March 31, 2012	Ecuhold NV	100.00	USD 5	800	865	(255)
47	Ecu Line Egypt Ltd	March 31, 2012	Ecuhold NV	100.00	EGP 500	200	32,253	5,613
48	Flamingo Line El Salvador SA de CV	March 31, 2012	Ecuhold NV	100.00	USD 11.43	1,200	1,535	(513)
49	Ecu-Line (Germany) GmbH	March 31, 2012	Ecuhold NV	100.00	EURO 511.29	26,092	42,385	19,381
50	ELWA (Ghana) Ltd.	March 31, 2012	Ecuhold NV	100.00	GHC 2727	10,000	(44)	7

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING TO COMPANY'S INTEREST IN SUBSIDIARY COMPANIES AS ON AND FOR THE PERIOD ENDED MARCH 31, 2012 (₹ in '000)

Sr. No.	Name of the Subsidiary 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, 2012	For the previous financial years of the subsidiary since it became a subsidiary i.e. Upto December 31, 2010
51	Flamingo Line de Guatemala S.A.	March 31, 2012	Ecuhold NV	100.00	GTQ 100	40	1,383	(2,392)
52	Ecu-Line Hong Kong Ltd.	March 31, 2012	Ecuhold NV	100.00	HKD 1	1,500,000	40,221	84,141
53	Ecu International Far East Ltd	March 31, 2012	Ecuhold NV	100.00	HKD 1	10,000	38,565	25,009
54	ECU Line Italia srl	March 31, 2012	Ecuhold NV	100.00	EURO 5.77	10,400	11,756	15,074
55	ECU Line Cote d'Ivoire Sarl	March 31, 2012	Ecuhold NV	100.00	XOF 10000	100	(334)	(9,212)
56	Ecu Line Japan Ltd.	March 31, 2012	Ecuhold NV	65.00	JPY 50000	390	6,486	(20,632)
57	Jordan Gulf for Freight Services And Agencies Company LLC	March 31, 2012	Ecuhold NV	100.00	JOD 1	30,000	5,480	8,395
58	Ecu Line Kenya Ltd	March 31, 2012	Ecuhold NV	82.00	KES 5000	656	3,371	10,525
59	Ecu Shipping Logistic (K) Ltd	March 31, 2012	Ecu Line Kenya Ltd	99.90	KES 1000	999	182	117
60	ECU Line (Johara Bohora) Sdn Bhd	March 31, 2012	Ecuhold NV	85.00	MYR 1	170,000	(7,358)	10,060
61	Ecu-Line Malta Ltd.	March 31, 2012	Ecuhold NV	100.00	MTL 1	5,000	-	296
62	aEcu-Line (Indian Ocean Islands) Ltd.	March 31, 2012	Ecuhold NV	89.93	MUR 1000	607	961	801
63	ECU Line Mediterranean Ltd	March 31, 2012	Ecuhold NV	55.00	CYP 1	2,750	854	622
64	CELM Logistics S.A. De C.V.	March 31, 2012	Ecuhold NV	100.00	MXP 1	50,000	5,350	(9,995)
65	Ecu Logistics de Mexico SA de CV	March 31, 2012	Ecu International NV	100.00	MXP 1	50,000	5,737	3,584
66	ECU Line Maroc S.A.	March 31, 2012	Ecuhold NV	100.00	MAD 100	5,000	12,442	14,758
67	Ecu Line Rotterdam	March 31, 2012	Ecuhold NV	100.00	EURO 10	85,400	3,717	(22,548)
68	Ecu Line NZ Ltd.	March 31, 2012	Ecuhold NV	60.00	NZD 1	63,000	6,094	983
69	ECU-Line de Panama S.A.	March 31, 2012	Ecuhold NV	100.00	USD 1000	25	11,358	(901)
70	Ecu-Line Paraguay S.A.	March 31, 2012	Ecuhold NV	100.00	PYG 10 Million	5	(171)	69
71	ECU-Line Peru S.A.	March 31, 2012	Ecuhold NV	70.00	PEN 10	3,500	2,155	10,681
72	Flamingo Line Peru S.A	March 31, 2012	Ecuhold NV	70.00	PEN 1	15,400	2,432	2,459
73	Ecu Line Philippines Inc.	March 31, 2012	Ecuhold NV	100.00	PHP 10000	1,000	383	51
74	Ecu-Line Polska Sp. z o.o.	March 31, 2012	Ecuhold NV	100.00	PLN 500	100	628	2,148
75	Ecu Line Doha W.L.L.	March 31, 2012	Ecuhold NV	100.00	QAR 1000	200	4,766	10,652
76	Ecu-Line Romania SRL	March 31, 2012	Ecuhold NV	100.00	RON 53	100	323	2,558
77	Rotterdam Freight Station BV	March 31, 2012	Ecu Global Services NV	100.00	EURO 10	1,800	2,054	(1,192)
78	Ecu Line Singapore Pte. Ltd.	March 31, 2012	Ecuhold NV	100.00	SGD 1	1,498,520	70,922	40,214
79	Ecu Line South Africa (Pty.) Ltd.	March 31, 2012	Ecuhold NV	100.00	ZAR 1	100	24,131	3,685
80	ECU Line Spain S.L.	March 31, 2012	Ecuhold NV	100.00	EURO 0.61	200,000	(1,781)	11,521
81	Mediterranean Cargo Centers S.L. (MCC)	March 31, 2012	Ecu Line Spain S.L.	100.00	EURO 10	9,600	(13,750)	(27,717)
82	Ecu Line (Thailand) Co.Ltd	March 31, 2012	Ecuhold NV	57.00	THB 100	28,500	5,470	13,428
83	Société Ecu-Line Tunisie Sarl	March 31, 2012	Ecuhold NV	100.00	TND 100	1,000	1,359	(12,294)
84	Ecu Uluslarsi Tas. Ve Ticaret Ltd. Sti.	March 31, 2012	Ecuhold NV	100.00	TRY 125	1,200	14,439	2,138
85	Ecu-Line UK Ltd.	March 31, 2012	Ecuhold NV	100.00	GBP 1	700,100	8,456	9,712
86	Deolix SA	March 31, 2012	Ecuhold NV	100.00	UYU 100	10,000	(385)	1,240
87	DLC	March 31, 2012	Ecu International Far East Ltd	100.00	UYU 1	55,600,000	(22,323)	(3,644)
88	ELV Multimodal C.A.	March 31, 2012	Ecuhold NV	100.00	VEB 1000	24,000	23,424	32,120
89	Adminitradora House Line C.A.	March 31, 2012	Ecuhold NV	100.00	VEB 1000	1,000	3,446	4,709
90	Consolidadora Ecu Line CA	March 31, 2012	Ecuhold NV	100.00	VEB 1	400	-	-
91	Ecu Line Vietnam Joint Venture Company Limited	March 31, 2012	Ecuhold NV	51.00	USD 1	51,000	8,415	3,685
92	Eurocentre Milan SRL	March 31, 2012	Ecu Line Italia srl	100.00	Euro 100	100	21,292	20,401
93	Ecu Line Switzerland GmBH	March 31, 2012	Ecuhold NV	51.00	CHF 500	51	609	356
94	Guldary S.A.	March 31, 2012	Ecuhold NV	100.00	UYU 100,000	100,000	25,354	114,177
95	S.H.E. Maritime Services Ltd.	March 31, 2012	Ecuhold NV	63.00	GBP 0.50	3,400	4,294	7,864
96	CCC Limited	March 31, 2012	Star Express Company Ltd	100	AED 1000	100	194,768	41,580
97	Star Express Company Ltd	March 31, 2012	Ecuhold NV	100	AED 1000	100	-	-
98	SSCC Limited	March 31, 2012	China Consolidated Company Ltd.	75	HKD 1	3	-	28,772
99	CCSS Limited	March 31, 2012	CCS Shipping Ltd. (HK)	75	HKD 1	3	579	1,641
100	Ecu Line Lanka (Private) Limited	March 31, 2012	Ecu International Far East Ltd	100	LKR 10	100	(886)	170
101	PT Eka Consol Utama Line	March 31, 2012	Ecu International Far East Ltd	100	IDR 100000	3,000	(4,815)	59
102	Ecu Line Czeche s.r.o	March 31, 2012	Ecuhold NV	100	N.A	N.A	(1,872)	(4,066)
103	Ecu Line Hungary Kft	March 31, 2012	Ecuhold NV	51	N.A	N.A	(1,533)	(924)
104	Translogistik International Spedition GmbH	March 31, 2012	Ecuhold NV	70.52	Euro 1	12,750	3,025	906

1. PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance refers to the systems and policies that influence a corporation's administration. Corporate Governance is a process to manage the business affairs of the company towards enhancing business prosperity and accountability with the objective of realizing long term shareholder value, while taking into account the interests of the other stakeholders.

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.

Your Company's corporate governance philosophy rests on the pillars of integrity, accountability, credibility, transparency, fairness and environmental responsibility that conform fully with laws, regulations and guidelines which serve as effective means for protection of shareholders and enhancing value to them. Your Company's corporate governance philosophy entails not only abiding by regulatory and legal requirements but to also follow and adopt voluntarily, good business ethics and standards of behavior. 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.

Your Company is in compliance 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 recognizes the need and importance of having a strong and broad based Board and hence has maintained an optimum combination of Executive and Non-Executive Directors with more than fifty percent of Board of Directors being Non- Executive Directors.

The Board of Allcargo Logistics Limited (ALL), is entrusted with the responsibility of managing, directing and performing at the best level. Your Company is managed and guided by a professional Board comprising of ten Directors, out of which six are Non-Executive. Five out of Six 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 Managing Director who functions under the overall supervision, direction and control of the Board of Directors. The Board reviews and approves the strategy and oversees the actions and results of management to ensure that the long term objectives of enhancing stakeholders' value are achieved.

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 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	6	-	-
Mrs. Arathi Shetty	Promoter, Executive Director	7	-	-
Mr. Adarsh Hegde	Promoter, Executive Director	7	-	-
Mr. Umesh Shetty\$	Promoter, Executive Director	-	-	-
Mr. Kaiwan Kalyaniwalla	Non Executive Independent Director	4	-	3
Mr. Keki Elavia	Non Executive Independent Director	9	3	4
Mr. Satish Gupta	Non Executive Independent Director	-	-	-
Mr. Akhilesh Gupta	Non Executive Director nominated by Blackstone	3	-	2
Mr. Mohinder Pal Bansal	Non Executive Independent Director	1	-	-
Mr. Hari L. Mundra*	Non Executive Independent Director	2	2	1

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

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

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. Additional meetings of the Board are held as and when deemed necessary by the Board. Board meetings are generally held at the Registered Office of the Company.

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. Presentations are made 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 important decisions taken at the Board / Committee meetings are communicated to the concerned Business Vertical / Departments promptly for their immediate action. Action Taken Report on the decisions taken 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 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 period 2011-2012, the Board met 6 (Six) times on February 5, 2011; April 5, 2011; May 13, 2011; August 12, 2011; November 3, 2011 and February 14, 2012.

REPORT ON CORPORATE GOVERNANCE

Attendance of each Director at Board Meetings for the period 2011-2012 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 May 13, 2011
Mr. Shashi Kiran Shetty	6	Yes
Mrs. Arathi Shetty	4	Yes
Mr. Adarsh Hegde	6	Yes
Mr. Kaiwan Kalyaniwalla	6	Yes
Mr. Keki Elavia	4	No
Mr. Satish Gupta	2	Yes
Mr. Akhilesh Gupta	3	No
Mr. Mohinder Pal Bansal	6	Yes

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. Kaiwan Kalyaniwalla, Mr. Satish Gupta and Mr. Keki Elavia, Non Executive Independent Directors are retiring by rotation and being eligible offer themselves for re-appointment.

In accordance with the provisions of Section 260 of the Companies Act, 1956, Mr. Hari L. Mundra and Mr. Umesh Shetty were co-opted as Additional Directors on the Board of the Company. The Company has received notices under Section 257 of the Companies Act, 1956, proposing their candidature for the office of Directors of the Company.

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

Mr. Kaiwan Kalyaniwalla

Mr. Kaiwan Kalyaniwalla, aged 47 years, is a Solicitor and Advocate of the Bombay High Court and a Partner of the law firm of Maneksha & Sethna in Mumbai. He has been in practice for over 20 years. Mr. Kalyaniwalla is enrolled as a Solicitor of the Supreme Court of England and Wales. He is on the board of various Indian and foreign companies and advises private sector corporates, multinational banks, transport and logistics companies and some of India's largest property development companies and business houses. His practice is predominantly in the field of corporate laws, property laws, tax laws and general commercial laws. Mr. Kalyaniwalla has been an active member of the Managing Committee of the Bombay Incorporated Law Society.

Mr. Kalyaniwalla holds 50,175 equity shares constituting 0.04% of the total paid up capital of the Company.

Besides being a Director of the Company, Mr. Kalyaniwalla is also director of the following companies:

Sr. No. Name of the Company

- 1 Synchro Investments Private Limited
- 2 Bombay Metals & Alloy Manufacturing Co. Private Limited
- 3 Iron and Metal Traders Private Limited
- 4 Transindia Logistic Park Private Limited
- 5 Sealand Ports Private Limited
- 6 Avash Logistic Park Private Limited
- 7 Gujarat Integrated Maritime Complex Private Limited
- 8 Ecuhold NV
- 9 Ecu International NV
- 10 The Bombay Incorporated Law Society
- 11 Hindustan Cargo Limited
- 12 Raheja Universal Limited
- 13 Forbes & Company Limited
- 14 Gokak Textiles Limited
- 15 Armada D1 Pte. Limited

Mr. Satish Gupta

Mr. Satish Gupta, aged 52 years, is a Science Graduate and is a partner in M/s. Agra Engineering Company. He joined the business when Agra Engineering was a player in the domestic market. With the joint efforts of the partners, Mr. Gupta was instrumental in taking the business from the domestic market to international market by making it a hundred percent export oriented firm. His firm is currently one of the leading exporters of Engine parts. Mr. Gupta has overall 33 years of rich experience in Engineering.

Mr. Gupta holds 101,265 equity shares constituting 0.08% of the total paid up capital of the Company.

Besides being Director of the Company, Mr. Gupta is also on the boards of Auditra Engineering Company Private Limited and Balavra Leasing and Finance Private Limited.

Mr. Keki Elavia

Mr. Keki Elavia, aged 66 years, is a Chartered Accountant by profession having more than 40 years of rich experience in the fields of accounting, audit, finance and taxation. He was associated with M/s. Kalyaniwalla & Mistry, a Chartered Accountancy firm for a period of more than 37 years.

Mr. Elavia holds 5,000 equity shares of constituting 0.01% of the total paid up capital of the Company.

Besides being a Director of the Company, Mr. Keki Elavia is also director of the following companies:

Sr. No. Name of the Company

- 1 NRB Bearings Limited
- 2 Goa Carbon Limited
- 3 Uni Abex Alloy Products Limited
- 4 Uni Deritend Limited
- 5 Uni Klinger Limited
- 6 Insilco Limited
- 7 Peerless Trust Management Company Limited
- 8 Dai-ichi Karkaria Limited
- 9 Godrej & Boyce Mfg.Co.Limited
- 10 Uni VTL Engineering Private Limited

Mr. Hari L. Mundra

Mr. Hari L. Mundra, aged 59, B. A. in (Economics) from Bombay University and post-graduate in Management from the Indian Institute of Management, Ahmedabad (1971) carries with him more than 37 years of working experience.

Mr. Mundra was associated with Hindustan Lever Limited, India for about 24 years till 1994, joining them as Management Trainee, Accounts in 1971. In Levers, he worked through two countries (India and Indonesia), three businesses (Personal Products, Detergents and Exports) and held several positions both in the Financial and General Management Areas. In 1979, he was seconded to Unilever's subsidiary in Indonesia for three years. In 1985, he became the Company Treasurer in Charge of Corporate Finance and Taxation and later moved to the ₹ 2,000 crore Detergents Division as Group Commercial Controller in charge of its Buying / Purchasing, Planning / Logistics and Accounts Departments.

Mr. Mundra was appointed in the Management Committee of Hindustan Lever in April 1990 as the youngest Vice President (Commercial) reporting to the Chairman and when he left Levers, Exports had become a substantially larger business with turnover of ₹ 500 crore due to major investments in export oriented manufacturing businesses such as Personal Products, Foods, Marine Products, Textiles and Leather.

In January 1995, Mr. Mundra joined the then ₹ 6,500 crore RPG Group as Member of the Group Management Board in the dual capacity of the Chief Financial Officer of the Group as well as the President and Chief Executive of the ₹ 500 crore Carbon Black Business. He later also looked after the ailing Financial Services Company of the Group, while continuing to be the Group Chief Financial Officer.

During his 7 year tenure with the RPG Group, he handled almost ₹ 3,000 crore worth of Mergers & Acquisitions deals in India and overseas, closed ₹ 1,200 crore worth of Mergers & Acquisitions transactions and raised ₹ 75 crore of long term funds for the Group companies. He had extensive experience of Project Finance, having directed the financial closure of a 700 MW ₹ 2,500 crore Power Project. Equally strong in the areas of Strategic & Operational Management, he was responsible for launching a number of initiatives in the Group, notably in the areas of Asset Productivity Improvement, Total Cost Management and Market Capitalisation.

In January 2002, Mr. Mundra joined the Wockhardt Group as Executive Vice Chairman of Wockhardt Limited, in charge of its domestic pharma business and as Vice Chairman of Wockhardt Hospitals Limited. In his short tenure of almost 2 years at Wockhardt, he led the company through a number of domestic brand launches in various therapeutic areas, some of which are now mega brands in the Wockhardt repertoire.

In September 2003, Mr. Mundra joined the Essar Group as the Deputy Managing Director & Director Finance of Essar Oil Limited, an integrated Oil & Gas major and was responsible for resurrecting, refinancing and restarting its ₹ 15,000 crore Oil refinery project which had remained closed for 5 years and for operationalising it by arranging ₹ 4,500 crore Working Capital facility. As a result, by November 2007 when Mr. Mundra retired from the Group on achieving super-annuation age, the Company had been clocking an annualized turnover of ₹ 18,000 crore / year and its market capitalization had moved up dramatically from ₹ 3,000 crore to ₹ 30,000 crore.

During his over 37 years of working career, Mr. Mundra has been associated with a number of professional bodies in Finance, Taxation & Export Fields and has been an active participant at the policy making level as member of CII, FICCI, ASSOCHAM and Bombay Chamber of Commerce & Industry. He has recently joined the Managing Committee of Indian Cancer Society, a non profit NGO, as its Joint Managing Trustee and Honorary Treasurer and is leading its turn around while helping in its crusade against cancer for the underprivileged. As from January 2009, he has become a visiting Professor at IIM, Ahmedabad in the Finance faculty for the M.B.A students. He is also the Group Financial Advisor to the Chairman in the Wockhardt Group since May, 2009 helping them to overcome their financial crisis and to realise their potential.

Besides being a Director of the Company, Mr. Hari L. Mundra is also director on the Board of CEAT Limited, Future Focus Infotech Private Limited, Tata Autocomp Systems Limited and Aegon Trustee Company Private Limited. Mr. Mundra does not hold any shares of the Company.

Mr. Umesh Shetty:

Mr. Umesh Shetty, aged 47 years, holds Bachelor of Commerce degree and has a wide and rich experience of more than 20 years in the fields of Equipment Hiring, Cargo Handling and Transport Logistic business. Mr. Umesh Shetty started his career with M/s. Transindia Freight Services Private Limited (TF SPL), a company engaged in the business of hiring of material handling equipment and transportation of container and general cargo, car and equipment hiring and investments. With his strong entrepreneur skills and business acumen in logistic business, TF SPL has achieved various milestones and has registered sharp growth both in terms of business and shareholders value.

Mr. Umesh Shetty holds 950,770 equity shares constituting 0.73% of the total paid up capital of the Company.

Besides being a Director of the Company, Mr. Umesh Shetty is also director of the following companies:

Sr. No. Name of the Company

- 1 Transindia Freight Services Private Limited
- 2 Indport Maritime Agencies Private Limited
- 3 Alltrans Logistics Private Limited
- 4 Sealand Warehousing Private Limited
- 5 Ecu-Line Algerie sarl
- 6 Ecuhold NV
- 7 Ecu-Line Mediterranean Limited
- 8 Gantoni General Enterprises Limited
- 9 Ecu Line Egypt Limited
- 10 Ecu-Line Hong Kong Limited
- 11 Ecu International Far East Limited
- 12 Ecu-Line Italia srl.
- 13 Euro Centre Milan srl
- 14 Ecu-Line Japan Limited
- 15 Ecu Shipping Logistics (K) Limited
- 16 Ecu-Line Kenya Limited
- 17 Ecu-Line Malta Limited
- 18 Ecu-Line Rotterdam BV

3. COMMITTEES OF 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 laws of the land. 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 period, the Board had six 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

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.

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 period under review, the Audit Committee met 6 times on February 5, 2011; March 25, 2011; May 13, 2011; August 12, 2011; November 3, 2011 and February 14, 2012.

REPORT ON CORPORATE GOVERNANCE

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

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mr. Keki Elavia-Chairman	Non-Executive Independent Director	6	4
Mr. Kaiwan Kalyaniwalla	Non-Executive Independent Director	6	6
Mr. Satish Gupta	Non-Executive Independent Director	6	3
Mr. Mohinder Pal Bansal	Non-Executive Independent Director	6	6
Mr. Akhilesh Gupta	Non-Executive Director	6	3

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. Due to the unavoidable circumstances, the Chairman of the Audit Committee could not remain present at the last Annual General Meeting.

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 Schemes 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 period under review are as under:

(Amt in ₹)

Name of the Director	Category	Salary, Allowances & Perquisites	Sitting Fees	Commission
Mr. Shashi Kiran Shetty	Executive Director	37,391,784	Nil	26,428,250
Mrs. Arathi Shetty	Executive Director	2,520,000	Nil	19,821,750
Mr. Adarsh Hegde	Executive Director	14,585,505	Nil	23,125,000
Mr. Kaiwan Kalyaniwalla	Non Executive Independent Director	Nil	235,000	2,000,000
Mr. Keki Elavia	Non Executive Independent Director	Nil	155,000	1,000,000
Mr. Satish Gupta	Non Executive Independent Director	Nil	95,000	Nil
Mr. Akhilesh Gupta	Non Executive Director	Nil	75,000	Nil
Mr. Mohinder Pal Bansal	Non Executive Independent Director	Nil	175,000	Nil

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 period under review, the Committee met 10 times on January 17, 2011; February 5, 2011; March 25, 2011; May 13, 2011; August 12, 2011; September 23, 2011; November 3, 2011; January 19, 2012; February 6, 2012; and February 13, 2012.

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

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mr. Kaiwan Kalyaniwalla-Chairman	Non-executive Independent Director	10	10
Mr. Keki Elavia	Non-executive Independent Director	10	9
Mr. Satish Gupta	Non-executive Independent Director	10	5

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 period under review, the Committee met 5 times on February 5, 2011; May 13, 2011; August 12, 2011; November 3, 2011 and February 14, 2012.

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

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mr. Kaiwan Kalyaniwalla-Chairman	Non-executive Independent Director	5	5
Mr. Satish Gupta	Non-executive Independent Director	5	3
Mr. Shashi Kiran Shetty	Executive Director	5	5
Mr. Mohinder Pal Bansal	Non-executive Independent Director	5	5

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 under the Listing Agreement with Stock Exchanges. The Company Secretary also acts as a secretary to the Committee.

During the period under review, the Company received 12 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 dematerialisation was pending for approval as at March 31, 2012.

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 period under review, the Committee met 21 times on January 7, 2011; February 1, 2011; March 4, 2011; April 11, 2011; May 3, 2011; May 13, 2011; June 3, 2011; June 14, 2011; July 26, 2011; August 2, 2011; September 2, 2011; October 3, 2011; November 8, 2011; November 25, 2011; December 2, 2011; December 23, 2011; January 5, 2012; January 25, 2012; February 6, 2012; February 27, 2012 and March 22, 2012.

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

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mr. Shashi Kiran Shetty-Chairman	Executive Director	21	21
Mr. Arathi Shetty	Executive Director	21	21
Mr. Adarsh Hegde	Executive Director	21	21

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) 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 to seek listing of the equity shares on BSE Limited and National Stock Exchange of India Limited.

During the period under review, the Committee met 2 times on January 17, 2011 and September 23, 2011.

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

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mr. Keki Elavia-Chairman	Non-executive Independent Director	2	2
Mr. Kaiwan Kalyaniwalla	Non-executive Independent Director	2	2
Mr. Satish Gupta	Non-executive Independent Director	2	0

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 mobilize the resources for meeting the funds 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.

During the period under review, the Committee met 6 times on May 5, 2011; June 27, 2011; August 9, 2011; October 31, 2011; February 1, 2012 and March 2, 2012.

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

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mr. Shashi Kiran Shetty-Chairman	Executive Director	6	5
Mr. Keki Elavia	Non-executive Independent Director	6	5
Mr. Mohinder Pal Bansal	Non-executive Independent Director	6	6

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 period under review. However, as a good corporate governance measures, the Company has nominated one of its non-executive independent director viz. Kaiwan Kalyaniwalla, on the Board of Hindustan Cargo Limited, the wholly owned 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.

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
18th AGM	May 13, 2011 at 11.00 a.m.	M. C. Ghia, 4th Floor, Above Copper Chimney And Bombay Blue, K. Dubash Marg, Near Jehangir Art Gallery, Kala Ghoda, Mumbai-400 001.	<ol style="list-style-type: none"> 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 1, 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.	<ol style="list-style-type: none"> 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.
16th AGM	June 12, 2009 at 10.00 a.m.	Diamond Square, 5th Floor, CST Road, Kalina, Santacruz (East), Mumbai-400 098.	Appointment of Mr. Umesh Shetty to a place of profit under Section 314(1B) of the Companies Act, 1956.

Postal Ballot:

During the period, the Company has obtained the approval of its members by passing Special Resolutions on March 23, 2012 by postal ballot voting for following businesses in accordance with the procedure prescribed in Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011;

- Appointment of Mr. Armin Kalyaniwalla, as Chief Executive Officer-Project Division of the Company under Section 314 of the Companies Act, 1956;
- Re-appointment of Mr. Umesh Shetty, as Chief Executive Officer-Project & Engineering Solutions Division of the Company under Section 314 of the Companies Act, 1956.

The Board appointed M/s. Mehta & Mehta, Practising Company Secretaries as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

The results of the Postal Ballot were declared on March 23, 2012. The Details of the voting pattern were as under:

Appointment of Mr. Armin Kalyaniwalla, as Chief Executive Officer – Projects Division of the Company under Section 314 of the Companies Act, 1956

Category	No. of valid Postal Ballot Forms received	Votes Cast		Votes against	
		In favour	% of votes cast in favour	Against	% of votes against
Promoter & Promoter Group	5	89,210,735	75.32	0	0.00
Public Institutional Holders	18	13,425,211	11.33	0	0.00
Public-Others	236	15,803,143	13.34	2,126	0.01
Total	259	118,439,089	99.99	2,126	0.01

Resolutions was approved by the Members, with requisite majority.

Re-appointment of Mr. Umesh Shetty, as Chief Executive Officer – Projects & Engineering Solutions Division of the Company under Section 314 of the Companies Act, 1956

Category	No. of valid Postal Ballot Forms received	Votes Cast		Votes against	
		In favour	% of votes cast in favour	Against	% of votes against
Promoter & Promoter Group	5	89,210,735	75.32	0	0.00
Public Institutional Holders	18	13,425,211	11.33	0	0.00
Public-Others	233	15,802,903	13.34	2,201	0.01
Total	256	118,438,849	99.99	2,201	0.01

Resolution was approved by the Members, with requisite majority.

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 arises 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 held on July 15, 2011, for obtaining the members approval by way of Special Resolution for Change of name of the Company from 'Allcargo Global Logistics Limited' to "Allcargo Logistics Limited".

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 period 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.

There were no penalties imposed nor strictures passed on the Company by the Stock Exchanges, SEBI or any other statutory authority on any matter related to capital markets, during last three years.

(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 period ended on March 31, 2012.

(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 Managing Director (CEO) and Chief Financial Officer 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.

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 assured 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 the executive directors and for administration and monitoring of Employee Stock Option Plan. The constitution of the Committee, its terms of reference and details of meetings held during the period under review have been discussed in this section of the Annual Report.

Shareholder Rights

The Company displays its quarterly and half 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 Members during the period under review.

Audit qualifications

The Statutory Auditors have qualified their Report with respect to payment of remuneration made to relatives of Directors appointed under Section 314 of the Companies Act, 1956, pending the Central Government approval.

The Company has made an application to the Central Government as per the requirements of Section 314 of the Companies Act, 1956 in respect of appointment and payment of remuneration to relatives of certain directors. Pending the Central Government approvals, the Company has paid remuneration to the appointees as approved by the Members and the Board of Directors of the Company with a condition that such remuneration or part thereof shall be refunded if the Central Government declines to approve or modifies the remuneration payable to them.

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 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 site.

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 is in process of crediting 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

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 period	Nil
Number of shareholders to whom shares were transferred from suspense account during the period	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the period	01 shareholder entitled for 90 equity shares of ₹ 2/- each

6. MEANS OF COMMUNICATION

The Company has promptly reported all material information including declaration of quarterly 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 'Sakal' 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 appreciates the initiative taken by MCA, as it believes strongly in a Greener Environment. This initiative also helps in prompt receipt of communication, apart from helping avoid losses / delays in postal transit.

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 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, at 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

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

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 period 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 SHARHOLDER INFORMATION

(a) Annual General Meeting:

Day & Date	Tuesday, August 7, 2012
Venue	5 th Floor, Avashya House, CST Road, Kalina, Santacruz (East), Mumbai-400 098
Time	3.00 p.m.
Book Closure Period	Wednesday, August 1, 2012 to Tuesday, August 7, 2012 (both days inclusive)

(b) Financial Calendar:

The Company has changed the accounting year from existing January-December to April-March and the current accounting year of the Company, comprises of 15 months period from January 1, 2011 to March 31, 2012.

Tentative Calendar for financial year ending March 31, 2013:

The tentative dates of Meeting of Board of Directors for consideration of quarterly financial results for the financial year ending March 31, 2013 are as follows:

First Quarter Results	On or before August 14, 2012
Second Quarter and Half yearly Results	On or before November 14, 2012
Third Quarter Results	On or before February 14, 2013
Fourth Quarter and Annual Results	On or before May 14, 2013

(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. The listing fees for the financial year ended March 31, 2012 has been paid to both the Stock Exchanges.

(e) Stock Code:

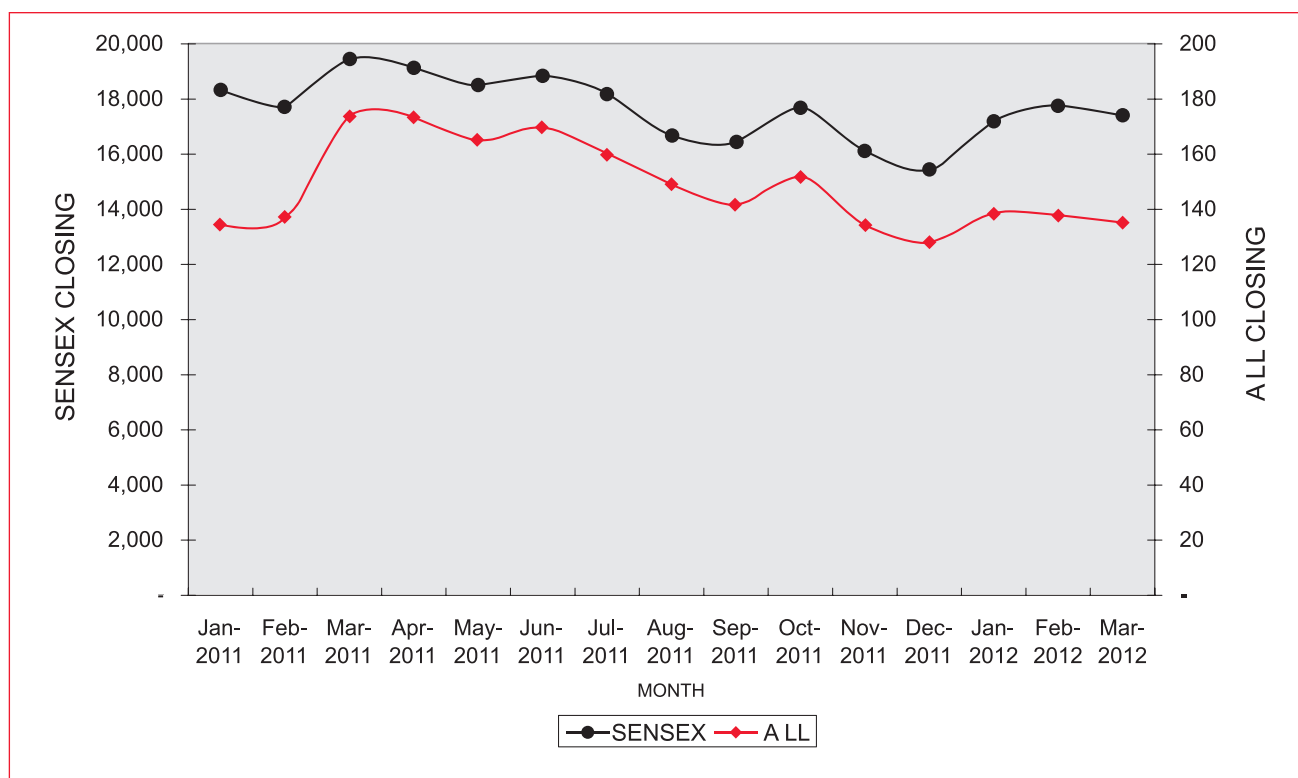
Name of Stock Exchange	Stock Code
BSE Limited	532749
National Stock Exchange of India Limited	ALLCARGO
ISIN	INE418H01029

(f) Market Price Data:

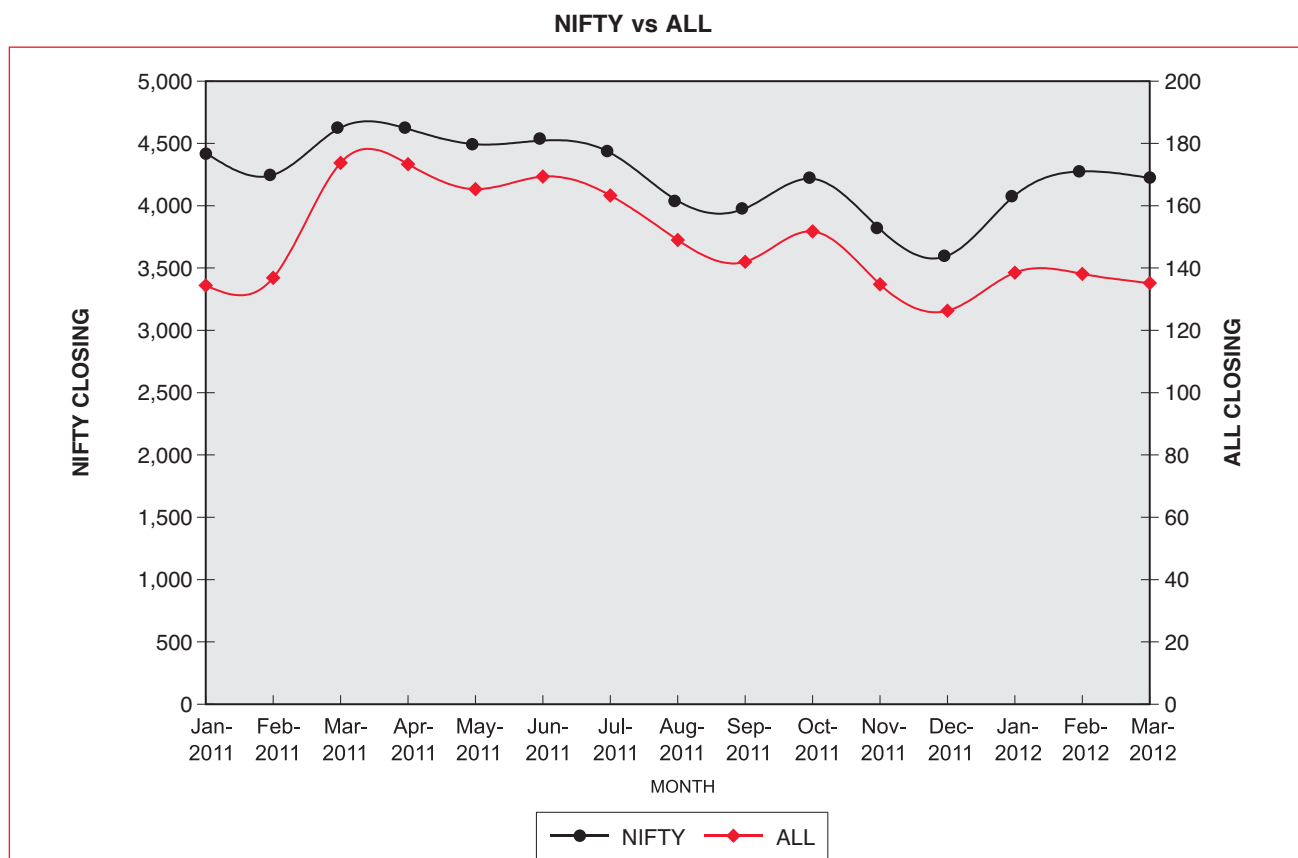
Details of high and low price and number of shares traded during each month in the last financial period on BSE Limited and National Stock Exchange of India Limited, are as under:

Month	BSE			NSE		
	High	Low	Volume	High	Low	Volume
January-2011	154.70	124.05	813,058	154.80	125.95	511,661
February-2011	153.15	126.70	1,947,968	153.20	125.60	1,514,692
March-2011	174.90	137.05	1,067,139	175.00	137.01	1,401,937
April-2011	192.00	161.50	585,358	192.00	162.05	448,552
May-2011	178.10	158.00	64,057	178.00	157.15	156,984
June-2011	173.00	155.00	38,390	175.00	153.50	109,663
July-2011	174.65	157.55	98,872	177.95	157.00	182,550
August-2011	175.75	141.10	195,241	175.50	137.00	388,292
September-2011	160.00	140.00	1,904,164	154.95	140.00	562,588
October-2011	156.00	135.00	37,860	156.50	133.75	84,497
November-2011	155.00	115.00	41,748	155.10	116.00	149,359
December-2011	145.00	117.50	11,284	142.90	118.15	66,633
January-2012	148.90	124.00	26,548	152.00	125.00	93,322
February-2012	155.45	132.00	76,814	155.50	130.00	419,625
March-2012	147.80	132.05	59,748	148.20	129.40	227,498

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

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

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, 2012, 130,492,932 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, shareholders/ investors may contact at the following address:

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**

For all investor related issues, the following person can be contacted at the registered office of the Company:

Mr. Shailesh Dholakia

Company Secretary & Compliance Officer

Allcargo Logistics Limited

6th Floor, Avashya House,

CST Road, Kalina, Santacruz (East),

Mumbai-400 098.

Tel: 022-2667 5830 Fax : 022-6679 8195

Email: investor.relations@allcargologistics.com

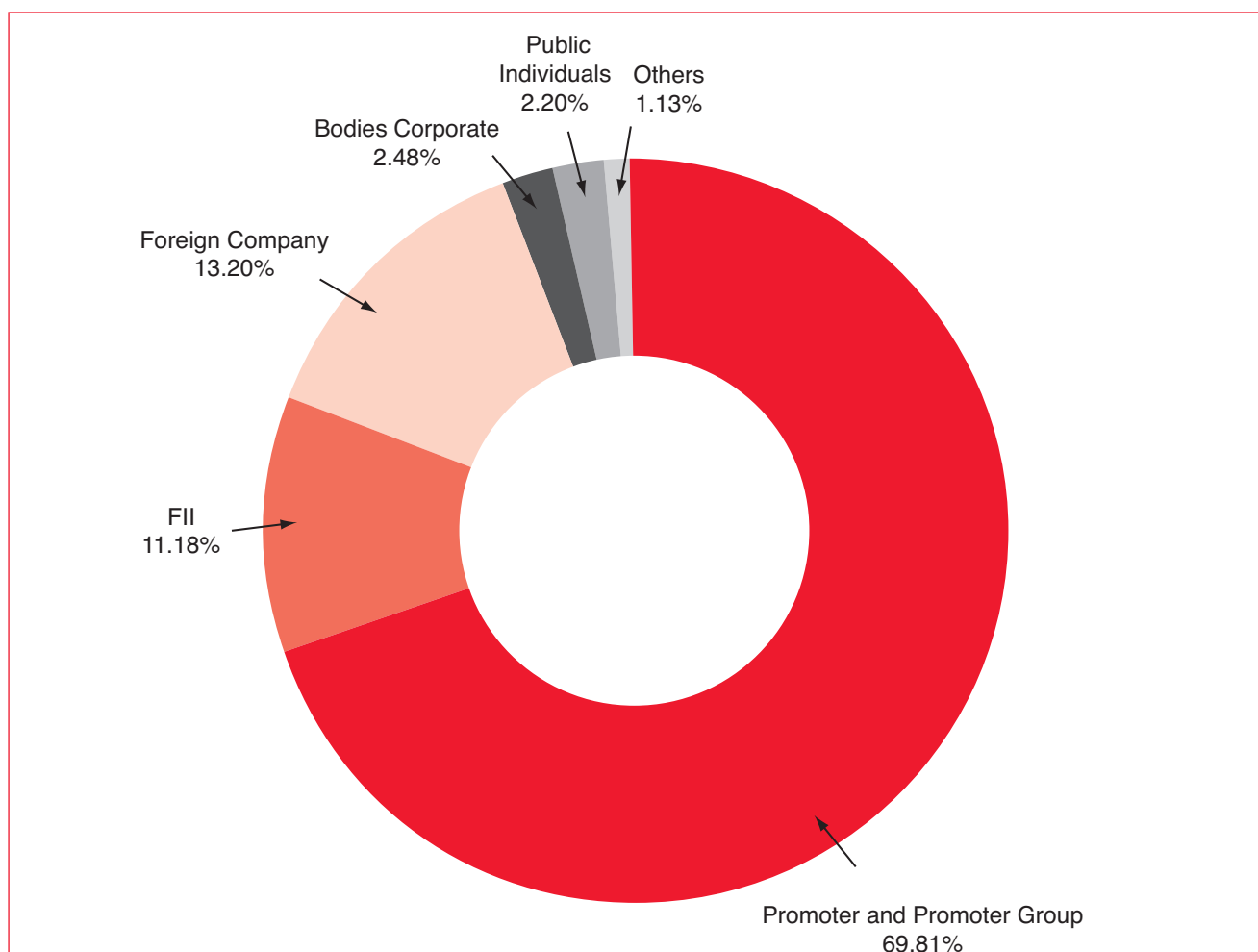
(l) Distribution of Shareholding:

Distribution of Shareholding as at March 31, 2012.

Shareholding (No. of Shares)	No. of shareholders	% to no. of shareholders	No. of shares	% to no. of shares
(From – To)				
1 - 500	5,978	88.75	614,463	0.47
501 - 1000	352	5.23	273,384	0.21
1001 - 2000	134	1.99	205,913	0.16
2001 - 3000	67	0.99	169,124	0.13
3001 - 4000	34	0.50	116,664	0.09
4001 - 5000	33	0.49	156,924	0.12
5001 - 10000	44	0.65	317,066	0.24
10001 & Above	94	1.40	128,693,784	98.58
TOTAL	6,736	100.00	130,547,322	100.00

(m) Shareholding Pattern as at March 31, 2012:

Category of Shareholders	Number of shares	% of Shareholding
Promoter and Promoter Group	91,134,025	69.81
Foreign Company	17,235,400	13.20
Foreign Institutional Investors	14,589,896	11.18
Public Individuals	2,879,087	2.20
Bodies Corporate	3,239,477	2.48
Mutual Fund	797,835	0.61
Financial Institutions	196,289	0.15
Clearing Member	80,651	0.06
Trust	74,710	0.06
Independent Directors and their relatives	156,440	0.12
Non Resident Indians	151,012	0.12
Foreign Nationals	12,500	0.01
Total	130,547,322	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.	104, Sakar-V, Behind Natraj Cinema, Off.Ashram Road, Ahmedabad-380 009 Gujarat.
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.
5C & 5D, 5th Floor, Diamond Chamber, 4, Chowrangi Lane Kolkata-700 016. West Bengal.	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.
51/15A, Muniasamypuram, 2nd Street, Kamaraj Salai, Tuticorin-628 003, Tamil Nadu.	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.
Krishna Tower, 3rd Floor, Room No. 308, 15/63, Civil Line, Kanpur-208 001 Uttar Pradesh.	Kukreja Centre, A Wing, Office. 206, 2nd Floor, Plot No. 13, Sector-11,CBD Belapur, Navi Mumbai-400 614.	56-57, Bindra Complex, C-145 A, Phase V, Focal Point, Ludhiana-141 010, Punjab.
Office No. 247, 2nd Floor, Ganpati Plaza, M.I. Road, Jaipur-302 001, Rajasthan.	Plot No. U 31, II Floor, Narendra Nagar, Ring Road, Nagpur-440 015, Maharashtra.	Surekha Chambers, 3rd Floor, Flat # 305, Ameerpet, Hyderabad-500 016, Andhra Pradesh.
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. N-76, Phase-IV, Verna Industrial Estate, Verna Salcette, GOA-403 722.	B-44, Shastri Nagar, Opp ST. Paul's School Near Shastri Circle Jodhpur, Rajasthan-342 001.

Container Freight Stations at:

Kaproli Village, Taluka-Uran, Near JNPT Area Dist- Raigad-410 212, Maharashtra.	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.	



REPORT ON CORPORATE GOVERNANCE

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 period ended March 31, 2012.

For Allcargo Logistics Limited

Place : Mumbai
Date : May 30, 2012

Shashi Kiran Shetty
Chairman & Managing Director

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 period ended March 31, 2012.

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

Place : Mumbai
Date : May 30, 2012

Dipti Mehta
Partner
FCS: 3667
CP No: 3202



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

Until at least the middle of the next decade, global growth is likely to slow to approximately 3 percent per year on an average—a rate somewhat below the average of the last two decades. A recovery in advanced economies could be more than offset by a gradual slowdown in emerging ones as they mature, with the net result that global growth will slow. But the biggest risk ahead for the global economy is not this slower overall growth in output but a slowdown in average output per capita, which will determine how fast living standards can be supported and raised.

Global growth is expected to grow at 3.5 percent in 2012, then accelerate somewhat to 3.6 percent from 2013-2016, and then show a further slowdown to 2.7 percent from 2017-2025. At 3 percent, on average, global growth would still be somewhat higher than the period 1980-1995 but between half and a full percentage point below the growth rate from 1995-2008.

Advanced economy growth is expected to slow down from an already meagre 1.6 percent in 2011 to 1.3 percent in 2012. For 2013-2016, the outlook suggests some recovery in advanced economies, bringing these countries back to the pre-recession growth trend of a little more than 2 percent.

In 2012, emerging economies are expected to slow in growth by 0.7 percentage points on average, going from 6.3 percent growth in 2011 to 5.6 percent in 2012, partly as a result of slower export growth and partly because several of them have been growing above trend. From 2017-2025 emerging and developing countries are projected to grow at 3.3 percent.

The outlook for India's GDP growth has changed significantly during the course of 2011-2012. The tone at the beginning of the year was that India had not only emerged relatively unscathed from the global financial crisis of 2008, but had also returned to its trend growth of 8 per cent plus.

However as the year progressed, pressure points emerged on the domestic front, due to stubborn inflation and policy logjam and on the global front, the Euro zone debt crisis. Consequently the market sentiments and economic growth took a beating and as per CSO's estimate, GDP growth in 2011-2012 is now expected to be 6.9 per cent and the fiscal deficit revised estimate stands at 5.9 per cent of GDP.

Inclusive growth is critical for India to sustain its current growth momentum and overall economic development in the long run. The government to a large extent, is cognizant of the fact and 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: The Conference Board U.S. Economic Forecast, The Conference Board Leading Economic indexes for 11 countries/regions, World Economic Outlook (International Monetary Fund), the Economic Outlook (Organization for Economic Cooperation and Development), European Commission and Congressional Budget Office, CRISIL budget report, RBI website)

ABOUT ALLCARGO

Allcargo Logistics Limited, part of the Avashya 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 142 own offices in 62 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 has changed its accounting year from calendar year ended December to fiscal year ended March. The financial numbers given in this report are for the 15 months ended March 31, 2012 and are compared to 12 months ended December 31, 2010.

The consolidated performance of the Company is follows:

Allcargo's consolidated income for the 15 months ended March 31, 2012 was ₹ 4,324.52 crore as against ₹ 2,889.93 crore for the 12 months ended December 31, 2010, an annualized increase of 20%.

The operating expenses for the 15 months ended March 31, 2012 were ₹ 2,857.97 crore as against ₹ 2,007.02 crore for the 12 months ended December 31, 2010, an annualized increase of 14%.

The staff expenses for the 15 months ended March 31, 2012 were ₹ 610.36 crore as against ₹ 397.28 crore for the 12 months ended December 31, 2010, an annualized increase of 23%.

The other expenses for the 15 months ended March 31, 2012 were ₹ 282.67 crore as against ₹ 187.29 crore for the 12 months ended December 31, 2010, an annualized increase of 21%.

EBIDTA (Earnings Before Interest, Depreciation and Tax) for the 15 months ended March 31, 2012 was ₹ 573.53 crore as against ₹ 298.35 crore for the 12 months ended December 31, 2010, an annualized increase of 54%.

The depreciation for the 15 months ended March 31, 2012 was ₹ 133.70 crore as against ₹ 54.99 crore for the 12 months ended December 31, 2010, an annualized increase of 95%, mainly on account of increase in fixed assets.

The interest for the 15 months ended March 31, 2012 was ₹ 68.32 crore as against ₹ 19.45 crore for the 12 months ended December 31, 2010, an annualized increase of 181%, mainly on account of increased borrowings for capital expenditure.

The PAT (Profit After Tax) for the 15 months ended March 31, 2012 was ₹ 284.53 crore as against Rs 165.92 crore for the 12 months ended December 31, 2010, an annualized increase of 37%.

The EPS (Earning Per Share) for the 15 months ended March 31, 2012 was ₹ 21.79 as against ₹ 12.85 for the 12 months ended December 31, 2010, an annualized increase of 36%.

RESOURCES AND LIQUIDITY

As on March 31, 2012, the consolidated networth stood at ₹ 1,489.91 crore and the consolidated debt was at ₹ 763.91 crore.

The cash and cash equivalents at the end of March 31, 2012 were ₹ 177.57 crore.

The net debt to equity ratio of the Company stood at 0.39 as on March 31, 2012.

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 62 countries and 142 own offices covering over 4,000 port pairs across the world
- The business clocked total volumes of 8,763,006 CBMs for 15 months ended March 31, 2012 as against 6,180,209 CBMs for the calendar year ended December 31, 2010, an annualized increase of 13%, despite slowdown in global trade
- The total revenue for 15 months ended March 31, 2012 was ₹ 3,107.29 crore as against ₹ 2,211.03 crore for the calendar year ended December 31, 2010, an annualized increase of 12%
- EBIDTA was ₹ 241.47 crore for 15 months ended March 31, 2012 as against ₹ 108.30 crore for the calendar year ended December 31, 2010, an annualized increase of 78%
- The business achieved an EBIT (Earnings Before Interest and Tax) of ₹ 207.91 crore for 15 months ended March 31, 2012 as against ₹ 96.09 crore for the calendar year ended December 31, 2010, an annualized increase of 73%
- New developments and achievements:
 - Globally, ECU Line expanded its operations to create scale, with opening new offices in Asia; signing on new franchisees across Europe and Africa
 - ECU Line has expanded its scope of services by adding more profitable and niche trade lanes internationally
 - Was awarded the title of “LCL Consolidator of the Year 2011” at South East CEO Conclave
 - Shantha Martin, CEO - ISC & Middle East was awarded “Leading women CEO of the Year 2011 - First Runner up”
 - Shantha Martin, CEO - ISC & Middle East was awarded “Bhartiya Vikas Ratan” for 2011.

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 amongst the top two CFS operators at JNPT and Chennai (except captive CFSs) and among the top five at Mundra
- The total capacity of the CFSs at the end of March 31, 2012 is 341,000 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 303,266 TEUs for 15 months ended March 31, 2012 as against 226,797 TEUs for the calendar year ended December 31, 2010, an annualized increase of 7%
- The total revenue for 15 months ended March 31, 2012 was ₹ 338.45 crore as against ₹ 200.55 crore for the calendar year ended December 31, 2010, an annualized increase of 35%
- EBIDTA was ₹ 175.87 crore for 15 months ended March 31, 2012 as against ₹ 104.38 crore for the calendar year ended December 31, 2010, an annualized increase of 35%
- The business achieved an EBIT of ₹ 163.29 crore for 15 months ended March 31, 2012 as against ₹ 96.55 crore for the calendar year ended December 31, 2010, an annualized increase of 35%
- New developments and achievements:
 - Allcargo is in the process of adding capacity of 100,000 TEUs at bigger site near JNPT, close to the existing facility. This new CFS should be operational by the end of Q2 FY13
 - Received “CFS Operator of the Year” award at the Samudra Manthan Awards 2011 in the category of “Ports, Infrastructure, CFS & ICD”
 - Attained ISO-9001-2008 and OHSAS 18001 - 2007 certification for all 3 CFSs (JNPT, Chennai and Mundra) - A first in India.

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, 2012, the business had a fleet size of 933 equipments, an increase of 35%
- The total revenue for 15 months ended March 31, 2012 was ₹ 487.03 crore as against ₹ 296.67 crore for the calendar year ended December 31, 2010, an annualized increase of 31%
- EBIDTA was ₹ 162.79 crore for 15 months ended March 31, 2012 as against ₹ 88.08 crore for the calendar year ended December 31, 2010, an annualized increase of 48%
- The EBIDTA margin increased by 374 bps to 33%
- The business achieved an EBIT of ₹ 83.95 crore for 15 months ended March 31, 2012 as against ₹ 57.38 crore for the calendar year ended December 31, 2010, an annualized increase of 17%
- New developments and achievements:
 - The P&E division added 12 new projects during 15M FY12, despite slowdown in capex cycle in most sectors
 - Of these, 8 are already in the process of execution
 - The contracts awarded are in the sectors of infrastructure, power, cement and oil & gas sectors, most of these from existing customers.

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 over 6.5% 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 142 own offices across 62 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 imports will continue to rise steadily. The Company is also aggressively expanding its CFS/ICD business, a high margin segment which is essentially dependent on imports of

containerized cargo in India. With expected EXIM trade increase along with the growth in containerization, CFS business is expected to be good in coming years. With its foray into niche service of Projects & Engineering Solutions, the Company is further reducing its dependence on global EXIM trade. Thus, we believe we have adequate mitigation in place for trade risk.

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. However, the Government has come up with a number of initiatives to boost the logistics sector and has planned massive investments in the infrastructure sector. As all industry predictions suggest that this will be the trend in the future as well and 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 mitigate 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. With superior methodologies and improved processes and systems, the Company is well positioned to lead a high growth path.

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 and Industrial 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, 2012, the Company had a workforce of 1,318 people on rolls. The business wise breakup of the workforce is as follows:

Business	%
CFS/ ICD	13%
MTO	58%
Project & Engineering	22%
Corporate	6%
Others	1%

OUTLOOK

India's GDP growth is expected to grow at over 6 per cent in financial year 2012-2013. Medium term prospects remain positive due to robust expansion in private services, acceleration in EXIM and strong investment pipeline with emphasis on infrastructure. This would translate to an increase in traffic at major Indian ports and more projects being developed and executed across the country.

However in the short term, outlook may turn cautious and growth may disappoint if oil prices remain high, interest rates and inflation remain sticky. The higher cost of financing might lower capital expenditure and delay expansion plans of companies.

AUDITORS' REPORT

To,
The Members of
Allcargo Logistics Limited
(Formerly known as Allcargo Global Logistics Limited)

We have audited the attached Balance Sheet of **Allcargo Logistics Limited** (*formerly known as Allcargo Global Logistics Limited*) ('the Company') as at March 31, 2012, and the related Profit and Loss Account and the Cash Flow Statement for the fifteen months period ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

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 Companies Act, 1956 ('the Act'), we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. Further to our comments in the Annexure referred to above, 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 Profit and Loss Account 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 Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Act;
 - e) On the basis of written representations received from the Directors as of March 31, 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on March 31, 2012 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Act;
 - f) *As more fully explained in note 26.3 to the financial statements, the Company has paid remuneration aggregating to ₹ 37,726 thousand (previous year: ₹ 24,340 thousand) for the period from January 1, 2011 to March 31, 2012 to relatives of certain directors, which is subject to approval of the Central Government as per the requirements of Section 314 of the Companies Act, 1956. The Company has made necessary application in respect of the same; and*
 - g) In our opinion and to the best of our information and according to the explanations given to us, *subject to the effect of the matter included in the paragraph (f) above*, the said 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:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2012;
 - (ii) in the case of the Profit and Loss Account, of the profit of the Company for the fifteen months period ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows of the Company for the fifteen months period ended on that date.

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

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

M.Subramanian
Partner
Membership Number: 111106

Vijay Bhatt
Partner
Membership No: 036647

Place : Mumbai
Dated : May 30, 2012

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in our report of even date)

- (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 two 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 period and we are informed that no material discrepancies were noticed on such verification.
- (c) Fixed assets disposed off during the period were not substantial, and therefore, do not affect the going concern assumption.
- (ii) (a) The inventory 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 inventory. 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 ₹ 604,387 thousand and the year-end balance was ₹ 507,799 thousand. 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 the body corporate covered in the register maintained under Section 301 of the Act are not, prima facie, prejudicial to the interest of the Company.
- (c) Loans granted to the body corporate listed in the register maintained under Section 301 of the Act are repayable on demand. The borrowers have 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 loans granted to the 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, except that certain services rendered are of a specialised nature and are rendered to specific buyers and as explained 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, except that certain services rendered are of a specialised nature and are rendered to specific 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.

STANDALONE FINANCIAL STATEMENTS

- (vi) The Company has not accepted any deposits from the public during the period.
- (vii) In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
- (viii) As informed to us by the management, the Central Government has not prescribed the maintenance of cost records under Section 209(1) (d) of the Act for any of the goods and services / activities sold / rendered by the Company.
- (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, Cess 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, Cess and other material statutory dues were in arrears as at March 31, 2012 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	Amount (₹ 000)	Period to which the amount relates	Forum where dispute is pending
The Finance Act, 1994	Service tax plus interest and penalty	217	2006-07 to 2009-10	Commissioner of Central Excise and Service Tax Appellate Tribunal
	Penalty	150	2002	Commissioner of Central Excise and Service Tax Appellate Tribunal
	Service tax	201	Apr-08 to Sep-08	CERA
	Service tax	104,336	2004-05 to 2009-10	Commissioner of Service tax, Chennai
	Service tax	9,030	2004-2009	Deputy Commissioner of Service tax, Raigad district
The Customs Act, 1962	Custom Duty	18,100	2004	Commissioner of Customs
	Penalty	200	2011-2012	Commissioner of Customs
The Income Tax Act, 1961	Income Tax	547,860	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 period. The Company has not incurred any cash losses in the current period and immediately preceding financial year.
- (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 period.
- (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 financial institutions are not prima facie prejudicial to the interest 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 period 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 period.
- (xx) The Company has not raised any money by public issue during the period.
- (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 Appan & Lokhandwala Associates

Chartered Accountants

Firm's Registration No: 117040W

For B S R & Co.

Chartered Accountants

Firm's Registration No: 101248W

M.Subramanian

Partner

Membership Number: 111106

Vijay Bhatt

Partner

Membership No: 036647

Place : Mumbai

Dated : May 30, 2012

STANDALONE FINANCIAL STATEMENTS

BALANCE SHEET AS AT MARCH 31, 2012

(₹ in 000's)

Particulars	Schedule	As at March 31, 2012	As at December 31, 2010
SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
Share Capital	1	261,095	261,034
Share Application Money Pending Allotment		-	19
Employees' Stock Options Outstanding	2	8,684	12,299
Reserves and Surplus	3	11,131,559	9,516,836
		11,401,338	9,790,188
LOAN FUNDS	4		
Secured Loans		4,959,147	2,472,521
Unsecured Loans		628,432	-
		5,587,579	2,472,521
DEFERRED TAX LIABILITY (Net) (Refer Schedule 22)		848,303	484,262
TOTAL		17,837,220	12,746,971
APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block	5	11,942,684	7,761,432
Less: Accumulated Depreciation/Amortisation		2,130,598	1,340,657
Net Block		9,812,086	6,420,775
Capital Work in Progress (including Capital Advances of ₹ 32,811 thousand Previous Year ₹ 16,703 thousand)		474,439	474,557
		10,286,525	6,895,332
INVESTMENTS	6	3,806,449	1,790,714
CURRENT ASSETS, LOANS AND ADVANCES			
A. Current Assets			
Inventories		110,359	63,291
Sundry Debtors	7	1,293,330	939,859
Unbilled Revenue		415,609	83,462
Cash and Bank Balances	8	65,121	135,111
B. Loans and Advances	9	3,685,000	4,586,364
		5,569,419	5,808,087
CURRENT LIABILITIES AND PROVISIONS			
Current Liabilities	10	1,613,865	1,253,482
Provisions	11	211,308	493,680
		1,825,173	1,747,162
Net Current Assets		3,744,246	4,060,925
TOTAL		17,837,220	12,746,971

Significant Accounting Policies

20

Schedules Forming Part of the Financial Statements

21 - 47

The schedules referred to above form an integral part of the Balance Sheet

As per our report of even date

For Appan & Lokhandwala Associates

Chartered Accountants

Firm Registration No. 117040W

For B S R & Co.

Chartered Accountants

Firm Registration No. 101248W

For and on behalf of the Board

Shashi Kiran Shetty

Chairman & Managing Director

Keki Elavia

Director

M. Subramanian

Partner

Membership No.111106

Vijay Bhatt

Partner

Membership No.036647

S.Suryanarayanan

Director Finance

Shailesh Dholakia

Company Secretary

Place : Mumbai

Dated : May 30, 2012

Place : Mumbai

Dated : May 30, 2012

PROFIT AND LOSS ACCOUNT FOR THE FIFTEEN MONTHS ENDED MARCH 31, 2012

(₹ in 000's)

Particulars	Schedule	For Fifteen Months Ended March 31, 2012	For the year Ended December 31, 2010
INCOME			
Service Income	12	10,794,273	7,018,038
Other Income	13	510,645	285,871
		11,304,918	7,303,909
EXPENDITURE			
Multimodal Transport Operation Expenses	14	2,484,859	1,863,420
Container Freight Station Expenses	15	1,233,031	762,759
Project and Engineering Solutions Expenses	16	2,223,191	1,760,184
Other Operational Costs		35,174	6,778
Employee Costs	17	806,723	485,832
Administrative and Selling Expenses	18	921,127	440,608
Interest	19	505,457	133,217
Depreciation/Amortisation	5	890,448	402,440
		9,100,010	5,855,238
NET PROFIT BEFORE TAX		2,204,908	1,448,671
PROVISION FOR TAXATION			
Current Tax		455,200	283,600
Deferred Tax		364,041	218,759
Mat Credit		(455,190)	(265,277)
Wealth Tax		154	330
		364,205	237,412
NET PROFIT AFTER TAX		1,840,703	1,211,259
Balance Brought forward from Previous Year		3,193,759	2,442,364
Profit from Demerged Entity (Refer Schedule 40)		-	123,807
PROFIT AVAILABLE FOR APPROPRIATIONS		5,034,462	3,777,430
APPROPRIATIONS:			
Dividend Paid		130,547	68,090
Tax on Dividend		21,178	11,320
Proposed Dividend		65,274	326,323
Tax on Proposed Dividend		10,589	52,938
General Reserve		185,000	125,000
Surplus Carried to Balance Sheet		4,621,874	3,193,759
		5,034,462	3,777,430
EARNINGS PER SHARE OF FACE VALUE OF ₹ 2/- EACH	21		
Basic		14.1	9.4
Diluted		14.1	9.4

Significant Accounting Policies

20

Schedules Forming Part of the Financial Statements

21 - 47

The schedules referred to above form an integral part of the Profit and Loss Account

As per our report of even date

For Appan & Lokhandwala Associates

Chartered Accountants

Firm Registration No. 117040W

For B S R & Co.

Chartered Accountants

Firm Registration No. 101248W

For and on behalf of the Board

Shashi Kiran Shetty

Chairman & Managing Director

Keki Elavia

Director

M. Subramanian

Partner

Membership No.111106

Vijay Bhatt

Partner

Membership No.036647

S.Suryanarayanan

Director Finance

Shailesh Dholakia

Company Secretary

Place : Mumbai

Dated : May 30, 2012

Place : Mumbai

Dated : May 30, 2012

STANDALONE FINANCIAL STATEMENTS

CASH FLOW STATEMENT FOR THE FIFTEEN MONTHS ENDED MARCH 31, 2012

(₹ in 000's)

Particulars	For Fifteen Months Ended March 31, 2012	For the Year Ended December 31, 2010
A. Cash Flow From Operating Activities		
Net Profit Before Tax	2,204,908	1,448,671
<u>Adjustment for:</u>		
Depreciation / Amortisation on Fixed Assets	890,448	402,440
Provision for Doubtful Debts	64,252	9,301
Bad Debts / Advances Written Off	145,136	2,289
Interest Expense	505,457	133,217
Interest Income	(144,308)	(114,259)
Dividend Income	(1,333)	(8,093)
Profit on Sale of Fixed Assets	(12,355)	(28,467)
Rental Income	(7,799)	(7,020)
Profit on Sale of Current Investments (Net)	(81,162)	(62,357)
Unrealised Foreign Exchange Loss (Net)	75,033	1,803
Employess Compensation Expenses	-	403
Operating Profit Before Working Capital Changes	3,638,277	1,777,928
<u>Adjustment for:</u>		
(Increase) in Sundry Debtors	(451,410)	(218,506)
Decrease/(Increase) in Loans and Advances	20,126	(625,413)
(Increase) in Inventories	(47,068)	(36,144)
(Increase) in Unbilled Revenue	(332,143)	(7,770)
Increase in Current Liabilities	248,047	124,778
Increase in Provisions for Retirement Benefits	18,657	14,201
Cash Generated From Operating Activities	3,094,486	1,029,074
Taxes Paid (Net of Refunds)	(478,424)	(422,376)
Net Cash Flow Generated From Operating Activities (A)	2,616,062	606,698
B. Cash Flow From Investing Activities		
Purchase of Fixed Assets	(4,062,092)	(2,212,190)
Proceeds from Sale of Fixed Assets	142,571	39,162
Purchase of Long Term Investments	(838,240)	(26,863)
Share Application Money in Subsidiary Companies	(232,500)	(160,000)
Proceeds from Sale of Current Investments (Net)	458,830	448,741
Loans Given to Subsidiaries	(1,373,114)	(1,515,921)
Loans Repaid by Subsidiaries	1,247,778	259,044
Inter - Company Deposits Given	(700,000)	(200,000)
Inter - Company Deposits Realised	830,000	500,000
Rent Received	7,799	7,020
Dividend Received	1,333	8,093
Interest Income	134,404	113,651
Net Cash Used in Investing Activities (B)	(4,383,231)	(2,739,263)
C. Cash Flow From Financing Activities		
Proceeds from Long Term Borrowings	3,687,845	1,131,518
Repayment of Long Term Borrowings	(1,036,053)	222,000
Issue of Equity Shares	35	1,046,610
Share Issue Expenses	(2,000)	(51,107)

CASH FLOW STATEMENT FOR THE FIFTEEN MONTHS ENDED MARCH 31, 2012

(₹ in 000's)

Particulars	For Fifteen Months Ended March 31, 2012	For the Year Ended December 31, 2010
Share Application Money Pending Allotment	-	19
Overdraft Taken (Net)	38,220	-
Interest Paid	(459,969)	(133,217)
Dividend and Dividend Tax Paid	(530,899)	(152,441)
Net Cash Flow From Financing Activities (C)	1,697,179	2,063,382
Net (Decrease) in Cash and Cash Equivalent (A+B+C)	(69,990)	(69,183)
Opening Balance of Cash and Cash Equivalents (Refer Note 4 below)	135,111	204,294
Closing Balance of Cash and Cash Equivalents (Refer Note 2 below)	65,121	135,111
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 period ended Comprises:		
Cash on Hand	2,546	8,135
<u>Balances with Scheduled Banks</u>		
Current Accounts	38,643	105,808
Fixed Deposit Account	22,587	20,879
Exchange Earner's Foreign Currency Accounts	1,119	150
Dividend Account	226	139
	65,121	135,111
3) During the period, the Company has adjusted loans and advances amounting to ₹ 221,963 thousand, ₹ 369,650 thousand and ₹ 373,550 thousand 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. This has not been considered in the above Cash Flow Statement.		
4) Cash and cash equivalent for the beginning of the Previous Year includes ₹ 824 thousand on account of merged entity into the Company.		

As per our report of even date

For Appan & Lokhandwala Associates

Chartered Accountants

Firm Registration No. 117040W

For B S R & Co.

Chartered Accountants

Firm Registration No. 101248W

For and on behalf of the Board**Shashi Kiran Shetty**

Chairman & Managing Director

Keki Elavia

Director

M. Subramanian

Partner

Membership No.111106

Vijay Bhatt

Partner

Membership No.036647

S.Suryanarayanan

Director Finance

Shailesh Dholakia

Company Secretary

Place : Mumbai

Dated : May 30, 2012

Place : Mumbai

Dated : May 30, 2012

STANDALONE FINANCIAL STATEMENTS

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

		(₹ in 000's)	
Schedule	Particulars	As at March 31, 2012	As at December 31, 2010
1	SHARE CAPITAL		
	Authorised Capital		
	175,000,000 (Previous Year 175,000,000) Equity Shares of ₹ 2/-	350,000	350,000
	Issued, Subscribed and Paid up Equity Capital		
	130,547,322 (Previous Year 130,516,968) Equity Shares of ₹ 2/- each fully paid	261,095	261,034
	Out of the above Equity Shares, 3,604 (Previous Year 8,738) Equity Shares of ₹ 2/- each, fully paid up, are allotted as bonus shares by capitalisation of securities premium account.		
2	EMPLOYEES STOCK OPTION OUTSTANDING		
	Balance as per last Balance Sheet	12,299	17,109
	Less:Employee Stock Option exercised during the period	3,615	4,577
	Less:Employee Stock Option lapsed during the period	-	233
		8,684	12,299
3	RESERVES AND SURPLUS		
	Securities Premium Account		
	Balance as per last Balance Sheet	5,417,629	4,428,961
	Add:Received during the period	-	1,035,215
	Add:Employee Stock Option exercised during the period	3,615	4,577
		5,421,244	5,468,753
	Less:Capitalised on issue of Bonus Shares issued during the period	7	17
	Less:Share Issue Expenses	2,000	51,107
		5,419,237	5,417,629
	General Reserve		
	Balance as per last Balance Sheet	905,448	780,481
	Add:Transferred from Profit and Loss account	185,000	125,000
	Add:Transferred from merged entity (Refer Schedule 40)	-	(33)
		1,090,448	905,448
	Profit And Loss Account	4,621,874	3,193,759
		11,131,559	9,516,836
4	LOAN FUNDS		
	Secured Loans		
	<u>From Banks:</u>		
	Buyers' Credit	4,376,314	1,658,691
	Term Loan	168,692	797,558
	Vehicle Finance Loans	375,772	1,656
	Bank Overdraft	38,220	-
		4,958,998	2,457,905
	<u>From Financial Institutions:</u>		
	Vehicle Finance Loans	149	14,616
	a) Buyer's Credit is secured against equipments financed by the Bank.		
	b) Term Loans are secured against certain existing equipments, financed by the Bank and mortgage of immovable property situated at Hyderabad.		
	c) Vehicle Finance Loans are secured against vehicle financed by the Bank.		
	d) Bank Overdraft is secured against immovable properties situated in Mumbai pari-pasu charge on present and future movable assets, inventories and book debts.		
	Unsecured Loans		
	From Banks - (Repayable within one year ₹ 628,432 thousand)	628,432	-
		5,587,579	2,472,521

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

Schedule - 5 FIXED ASSETS

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	Opening	Additions	Deductions / Adjustments	Closing	Opening	Additions	Depreciation/ Adjustments	This Period	Previous Year
A. Tangible assets									
Freehold Land	260,927	291,936	3,507	549,356	-	-	-	549,356	260,927
Leasehold Land	551,455	-	-	551,455	50,780	22,904	-	477,771	500,675
Building	1,145,009	445,726	716	1,590,019	61,752	39,940	45	1,488,372	1,083,257
Plant and Machinery	181,380	52,871	8,653	225,598	38,730	11,602	2,034	177,300	142,650
Heavy Equipments	5,336,736	3,505,812	185,752	8,656,796	1,073,227	776,044	73,806	6,881,331	4,263,509
Vehicles - Others	28,147	11,762	3,342	36,567	7,071	3,558	1,210	27,148	21,076
Office Equipment - Computers	111,286	15,398	22,704	103,980	68,178	16,407	21,035	40,430	43,108
Furniture & Fixtures	113,750	74,634	6,050	182,334	34,774	12,942	2,377	136,995	78,976
Leasehold Improvements	-	11,180	-	11,180	-	123	-	11,057	-
B. Intangible Assets									
Software Packages	32,742	2,657	-	35,399	6,145	6,928	-	22,326	26,597
Total	7,761,432	4,411,976	230,724	11,942,684	1,340,657	890,448	100,507	9,812,086	6,420,775
Previous Year	5,089,670	2,744,901	73,139	7,761,432	987,154	402,440	48,937	6,420,775	
Capital work - in - progress								474,439	474,557
Grand Total								10,286,525	6,895,332

1) Additions during the year includes effects pursuant to the options availed by the company available under paragraph 46 of AS 11 - the effect of changes in foreign exchange rates', an adjustment aggregating ₹ 341,095 thousand and ₹ 19,081 thousand has been made to the historical cost of heavy equipments (owned and financed by long term foreign currency monetary liabilities) and accumulated depreciation respectively.

2) The Company has leased out Cranes & Equipments classified under Heavy Equipments for a period ranging from 6 - 9 months. The Lease rental income recognised in the Profit and Loss Account is ₹ 2,776,836 thousand (Previous Year ₹ 852,905 thousand). The gross value of the Assets Leased out is ₹ 8,153,604 thousand (Previous Year ₹ 4,141,149 thousand). Accumulated Depreciation of the Asset Leased out is ₹ 1,648,534 thousand (Previous Year ₹ 694,342 thousand). The depreciation recognised in the statement of Profit and Loss account for the Assets Leased out during the year is ₹ 721,161 thousand (Previous Year ₹ 240,185 thousand)

STANDALONE FINANCIAL STATEMENTS

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

		(₹ in 000's)	
Schedule	Particulars	As at March 31, 2012	As at December 31, 2010
6	I LONG TERM INVESTMENTS (At cost less provision for diminution value)		
	a) Trade Investments		
	In Equity Shares of Companies (Quoted, Fully Paid Up)		
	10,000 (Previous Year 10,000) Equity Shares of Qpro Infotech Limited of ₹ 10/- each	100	100
	2,500 (Previous Year 2,500) Equity Shares of Allsoft Corporation Limited of ₹ 10/- each	83	83
	b) Other Investments		
	In Equity Shares of Wholly Owned Subsidiary Companies (Unquoted, Fully Paid Up)		
	100,000 (Previous Year 100,000) Equity Shares of Contech Transport Services Private Limited of ₹ 10/- each	2,168	2,168
	11,500 (Previous Year 11,500) Ordinary Shares of Allcargo Belgium N.V of Euro 1,000 each	684,793	684,793
	250,000 (Previous Year 250,000) Equity Shares of Hindustan Cargo Limited of ₹ 10/- each	89,058	89,058
	10,000 (Previous Year 10,000) Equity Shares of Ecu Line (India) Private Limited of ₹ 10/- each	100	100
	20,131 (Previous Year 20,131) Ordinary Shares of Asia Line Limited of Euro 100 each	132,088	132,088
	10,000 (Previous Year 10,000) Equity Shares of Allcargo Shipping Co. Private Limited of ₹ 10/- each	100	100
	10,000 (Previous Year 10,000) Equity Shares of Southern Terminal and Trading Private Limited of ₹ 10/- each	100	100
	10,000 (Previous Year 10,000) Equity Shares of AGL Warehousing Private Limited of ₹ 10/- each	100	100
	200,000 (Previous Year Nil) Equity Shares of MHTC Logistics Private Limited of ₹ 10/- each	343,000	-
	In Equity Shares of Subsidiary Companies (Unquoted, Fully Paid Up)		
	3,327,750 (Previous Year 3,327,750) Equity Shares of South Asia Terminals Private Limited of ₹ 10/- each	33,278	33,278
	3,867,840 (Previous Year 3,867,840) Equity Shares of Allcargo Logistics Park Private Limited of ₹ 10/- each	38,678	38,678
	8,400 (Previous Year Nil) Equity Shares of Transindia Logistic Park Private Limited of ₹ 10/- each	555,240	-
	In Equity Shares of Companies (Unquoted, Fully Paid Up)		
	10 (Previous Year 10) Equity Shares of Alltrans Port Management Private Limited of ₹ 100/- each	1	1
	21,800 (Previous Year 21,800) Equity Shares of Transnepal Freight Services Private Limited of Rs. 100/- each (Nepal Rupees)	1,363	1,363
	90 (Previous Year 90) Ordinary Shares of Transworld Logistics and Shipping Services Inc. of USD 500 each	1,094	1,094
	4,674,807 (Previous Year 4,674,807) Equity Shares of Sealand Warehousing Private Limited of ₹ 10/- each	46,748	46,748
	45,000 (Previous Year Nil) Equity Shares of Gujarat Integrated Maritime Complex Private Limited of ₹ 10/- each	530,000	-

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

		(₹ in 000's)	
Schedule	Particulars	As at March 31, 2012	As at December 31, 2010
	In Preference Shares of Wholly Owned Subsidiary Companies (Unquoted, Fully Paid Up)		
	147,975 (Previous Year Nil) 1% Redeemable, Non cumulative, Non convertible Preference Shares of Hindustan Cargo Limited of ₹ 100/- each	221,963	-
	73,930 (Previous Year Nil) 1% Redeemable, Non cumulative, Non convertible Preference Shares of Allcargo Shipping Co. Private Limited of ₹ 100/- each	369,650	-
	149,420 (Previous Year Nil) 1% Redeemable, Non cumulative, Non convertible Preference Shares of AGL Warehousing Private Limited of ₹ 100/- each	373,550	-
II)	CURRENT INVESTMENTS (At lower of cost and fair values)		
	Investments in Mutual Funds Units (Unquoted Fully Paid Up)		
	5,000,000 (Previous Year Nil) units of Birla Sun Life Short Term FMP Series 29 Growth	50,000	-
	3,447,348.64 (Previous Year Nil) units of Reliance Quarterly Interval Fund - Series III Institutional Growth Plan	50,000	-
	26,459.37 (Previous Year Nil) units of Taurus Short Term Income Fund - Dividend Plan	48,637	-
	1,415,216.71 (Previous Year Nil) units of DWS Cash Opportunities Fund - Regular Plan Growth	20,157	-
	4,412,920.02 (Previous Year Nil) units of DWS Treasury Fund Investment - Institutional Plan Growth	53,264	-
	7,999,990 (Previous Year Nil) units of Edelweiss Fixed Maturity Plan - Series 5 (91 Days) - Growth Plan	80,000	-
	1,876,095.80 (Previous Year Nil) units of JM Money Manager Fund Regular Plan - Growth (168)	27,826	-
	3,518,310.03 (Previous Year Nil) units of JM Money Manager Super Plus Plan - Growth (172)	53,310	-
	Nil (Previous Year 435,645.326) Units of Reliance Equity opportunities Fund	-	4,500
	Nil (Previous Year 38,328.318) Units Axis Liquid Fund IP	-	40,799
	Nil (Previous Year 2,006,148.846) Units Sundaram Money Fund	-	40,000
	Nil (Previous Year 389,784.545) Units BNP Paribas Overnight	-	50,000
	Nil (Previous Year 56,925.825) Units UTI Money Market Fund	-	61,222
	Nil (Previous Year 6,430,437.629) Units Reliance Liquid Fund - Cash Plan	-	100,000
	Nil (Previous Year 2,570,892.356) Units Kotak Liquid (Institutional Premium)	-	50,000
	Nil (Previous Year 1,300,494.968) Units Kotak Floater Short Term	-	20,247
	Nil (Previous Year 7,138.650) Units Axis Mutual Fund	-	7,138
	Nil (Previous Year 5,111,427.896) Units JP Morgan India Liquid	-	51,154
	Nil (Previous Year 7,446,726.962) Units LIC MF Liquid Fund	-	81,765
	Nil (Previous Year 4,456.087) Units LIC MF Income Plus Fund	-	45
	Nil (Previous Year 5,096,240.783) Units DWS Treasury Fund	-	51,216
	Nil (Previous Year 4,277,626.27) Units of TFLG TATA Floater Fund - Growth	-	61,110
	Nil (Previous Year 2,801,837.39) Units of Kotak Quarterly Interval Plan	-	31,128
	Nil (Previous Year 1,536,900.21) Units of IDFC Ultra Short Term Fund	-	20,157
	Nil (Previous Year 999,999.99) Units of IDFC FMP Quarterly	-	10,000
	Nil (Previous Year 4,038,078.49) Units of HDFC FMP 100D	-	40,381
	Nil (Previous Year 2,539,650.29) Units of Birla Sun Life Dynamic Bond Fund	-	40,000
		3,806,449	1,790,714

STANDALONE FINANCIAL STATEMENTS

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in 000's)

Schedule	Particulars	As at March 31, 2012	As at December 31, 2010
	Aggregate Amount of Quoted Investments	183	183
	Aggregate Amount of Unquoted Investments	3,423,072	1,029,669
	Aggregate Amount of Current Investments	383,194	760,862
		3,806,449	1,790,714
	Aggregate Market Value of Quoted Investments	-	-
	Aggregate Market Value of Current Investments	385,133	766,996
	(Refer Schedule 42 for summary of investments purchased and sold during the period)		
	CURRENT ASSETS, LOAN & ADVANCES		
7	SUNDRY DEBTORS (unsecured) (Refer Schedule 44b)		
	Debts outstanding for a period exceeding six months		
	Considered Good	4,798	57,188
	Considered Doubtful	106,072	34,975
		110,870	92,163
	Less:Provision for Doubtful Debts	106,072	34,975
		4,798	57,188
	Other Debts		
	Considered Good	1,288,532	882,671
	Considered Doubtful	2,701	-
		1,291,233	882,671
	Less:Provision for Doubtful Debts	2,701	-
		1,288,532	882,671
		1,293,330	939,859
8	CASH AND BANK BALANCES		
	Cash Balance on Hand	2,546	8,135
	Balances with Scheduled Banks:		
	In Current Accounts	38,643	105,808
	In Fixed Deposit Accounts	22,587	20,879
	In Exchange Earner's Foreign Currency Account	1,119	150
	In Dividend Account	226	139
		65,121	135,111
9	LOANS AND ADVANCES		
	(Unsecured,considered good unless otherwise stated)		
	Loans to Subsidiaries (Refer Schedule 36 and 44a)	816,403	1,638,732
	Advances to Subsidiaries (Refer Schedule 44a)	65,710	45,736
	Advances Recoverable in cash or kind or for value to be received	814,220	1,119,037
	Inter Corporate Deposits	170,000	300,000
	Interest Accrued	11,870	1,965
	Advance Tax [Net of provisions ₹ 383,488 thousand (Previous Year ₹ 235,588 thousand)]	298,408	272,970
	Mat Credit Entitlement	967,841	512,651
	Deposits	296,836	161,110
	Advance towards Share Application Money	236,000	533,500
	Balance with Customs and Ports	7,712	663
		3,685,000	4,586,364

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in 000's)

Schedule	Particulars	As at March 31, 2012	As at December 31, 2010
10	CURRENT LIABILITIES		
	Sundry Creditors		
	Dues of Micro and Small Enterprises (Refer Schedule 24)	450	6
	Others	1,318,766	1,132,164
	Investors Education and Protection Fund		
	Unpaid Dividend*	226	139
	Interest Accrued but not Due	77,232	33,656
	Income Received in Advance	142,811	1,850
	Security Deposits Received	40,862	33,252
	Other Liabilities	33,518	52,415
	*There are no amount due and outstanding to be credited to Investors Education and Protection Fund		
		1,613,865	1,253,482
11	PROVISIONS		
	For Proposed Dividend	65,274	326,323
	For Tax on Proposed Dividend	10,589	52,938
	For Retirement Benefits		
	Gratuity (Refer Schedule 28)	11,234	6,144
	Long Term Compensated Absences	24,401	17,954
	Short term Compensated Absences	9,229	2,108
	For Income Tax [Net of Advance Tax paid ₹ 451,981 thousand (Previous Year ₹ 359,049 thousand)]	90,581	88,213
		211,308	493,680

STANDALONE FINANCIAL STATEMENTS

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in 000's)

Schedule	Particulars	For Fifteen Months ended March 31, 2012	For the year ended December 31, 2010
12	SERVICE INCOME		
	Mutimodal Transport Operations	3,014,676	2,224,901
	Container Freight Stations	3,512,804	1,973,067
	Project & Engineering Solutions	4,187,478	2,800,444
	Warehouse Income	79,315	19,626
		10,794,273	7,018,038
13	OTHER INCOME		
	Interest income	144,308	114,259
	(gross of Tax deducted at source ₹ 14,103 thousand Previous Year ₹ 9,017 Thousand)		
	Profit on Sale of Fixed Assets (Net)	12,355	28,467
	Profit on Sale of Current Investments (Net)	81,162	62,357
	Dividend Received	1,333	8,093
	Management Fees	82,331	49,036
	Rent	7,799	7,020
	Exchange Gain (Net)	35,297	-
	Business Support Charges	39,388	15,617
	Liability Written Back no longer required	44,303	-
	Miscellaneous	62,369	1,022
		510,645	285,871
14	MULTI - MODAL TRANSPORT OPERATION EXPENSES		
	Freight and other Ancillary Cost	2,332,493	1,730,985
	Claims and Compensation	2,985	2,070
	Documentation Charges	34,037	9,732
	Insurance	2,060	808
	Import Delivery Order Charges	20,894	49,736
	Air Freight Expenses	75,394	58,075
	Space Reservation Charges	16,996	12,014
		2,484,859	1,863,420
15	CONTAINER FREIGHT STATION EXPENSES		
	Container and Cargo Handling Charges	768,310	476,927
	Power & Fuel	108,635	100,190
	Container Transportation Charges	66,972	107,688
	Equipment Hire Charges	288,214	77,249
	Repairs & Maintenance - Others	900	705
		1,233,031	762,759
16	PROJECT AND ENGINEERING SOLUTIONS EXPENSES		
	Spares Consumed	214,256	130,965
	Fuel Expenses	297,627	138,634
	Hiring Expenses	195,220	68,203
	Insurance	20,126	11,230
	Repairs & Maintenance - Others	264,916	118,521
	Project Expenses	1,043,512	1,187,791
	Other Expenses	187,534	104,840
		2,223,191	1,760,184

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in 000's)

Schedule	Particulars	For Fifteen Months ended March 31, 2012	For the year ended December 31, 2010
17	EMPLOYEE COST		
	Salaries, Wages and Bonus	673,090	411,982
	Contribution to Provident & Other Funds	34,816	18,631
	Gratuity	13,472	8,351
	Staff Welfare Expenses	85,345	46,868
		806,723	485,832
18	ADMINISTRATIVE AND OTHER EXPENSES		
	Travelling	165,014	92,609
	Bad Debts/Advances Written Off	145,136	2,289
	Rent	98,821	56,939
	Rates and Taxes	5,242	5,700
	Professional and Legal Fees	90,534	46,704
	Provision for Doubtful Debts	64,252	9,301
	Business Promotion	50,469	32,510
	Office Expenses	43,687	26,591
	Electricity Charges	36,840	25,127
	Communication Charges	29,967	19,521
	Donations	16,755	9,792
	Insurance	9,763	6,589
	Directors Fees and Commission (Refer Schedule 26.2)	3,775	3,595
	Repairs to:		
	Building	15,897	10,607
	Others	23,406	13,981
	Remuneration to Auditors':		
	For Audit	6,875	2,000
	For Tax Audit	500	500
	For Certificate Related Services	239	236
	Other Expenses	113,955	76,017
		921,127	440,608
19	INTEREST		
	On Fixed Loans	496,633	130,758
	On Bank Overdrafts	454	1,854
	Other Interest	8,370	605
		505,457	133,217

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

BACKGROUND

The Company was incorporated on August 18, 1993 as a private company under the name of All Cargo Movers (India) Private Limited under the Companies Act, 1956. Subsequently the name of the Company was changed to Allcargo Movers (India) Private Limited on June 25, 2004. Thereafter, on December 8, 2005, the name of the Company changed to Allcargo Global Logistics Private Limited and on January 17, 2006, the Company was converted into a public limited company. The Company is a leading multinational company engaged in providing integrated logistics solutions and offers specialized logistics services across Multimodal Transport Operations, Inland Container Depot & Container Freight Station Operations and Project & Engineering Solutions. The Company is listed on BSE Limited and National Stock Exchange of India Limited

On May 2, 2008, pursuant to a Scheme of Arrangement as approved by the Hon'ble Bombay High Court, the project and equipment division of Transindia Freight Services Private Limited ('TF SPL'), were transferred to the Company.

On September 30, 2010, pursuant to a Scheme of Arrangement as approved by the Hon'ble Bombay High Court, the assets, liabilities and reserves of Sealand Terminals Private Limited, wholly owned subsidiary of the Company, were transferred to the Company.

During the period ended March 31, 2012, the name of the Company was changed from Allcargo Global Logistics Limited to Allcargo Logistics Limited. The fresh certificate of incorporation with the current name was issued on July 29, 2011 by the Registrar of Companies, Maharashtra, Mumbai.

20 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

20.1 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.

20.2 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.

20.3 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.

In respect of accounting period commencing on or after December 7, 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 Schedule 20.12), 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.

Depreciation on fixed assets 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.

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

20.4 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 amortised on a straight - line basis over a maximum period of six years, which in management's estimate represents the period during which economic benefits will be derived from their use.

20.5 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 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.

20.6 Investments

Long term investments are carried at cost. Provision for diminution is made to recognise a decline, other than temporary in value of investments and is determined separately for each individual investment. Current investments are carried at lower of cost and fair value, computed separately in respect of each category of investment.

20.7 Inventories

Inventories of Spares and Consumables 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.

20.8 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 Profit and Loss Account as incurred.

20.9 Employee Benefits

(a) Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short - term employee benefits. Benefits such as salaries and wages, leave salary etc. and the expected cost of ex - gratia are recognized in the period in which the employee renders the related service.

(b) Post Employment Benefits

Defined Contribution Plans:

The Company makes specified monthly contributions towards Employee Provident Fund and Employees State Insurance Corporation ('ESIC'). The Company's contribution paid / payable under the schemes is recognized as an expense in the Profit and Loss Account during the period in which the 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 the gratuity 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.

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

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 Profit and Loss Account.

(c) Long Term Employment Benefits

The Company's net obligation in respect of long - term employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using the Projected Unit Credit Method and is discounted to its present value and the fair value of any related assets is deducted. 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.

20.10 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.

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) Warehouse/Third Party Logistics Income:

Warehouse/Third Party Logistics service charges and management fees are recognised as and when the service is performed as per the contractual terms. The rental income receivable under operating leases is recognised in profit or loss on a straight - line basis over the term of the lease.

iv) 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 Company's fleets, per the contractual terms.

v) 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.

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20.11 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.

20.12 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 March 31, 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 December 7, 2006 and ending on or before March 31, 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 1, 2007.

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 / liability but not beyond March 31, 2012, in cases other than those falling 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.

20.13 Operating Lease

Lease rentals in respect of assets acquired on operating leases are recognised in the Profit and Loss Account 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

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

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.

20.14 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.

20.15 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.

20.16 Employee Stock Option Scheme

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.

21 EARNING PER SHARE

(₹ in 000's)		
Particulars	March 31, 2012	December 31, 2010
Net Profit After Tax Attributable to Equity Shareholders (A)	1,840,703	1,211,259
Number of Equity Shares at the beginning of the period	130,516,968	124,811,265
Shares issued during the period	30,354	5,705,703
Number of Equity Shares outstanding at the end of the period	130,547,322	130,516,968
Weighted average number of Equity Shares outstanding during the period (based on date of issue of shares) (B) (used as denominator for calculating Basic EPS)	130,537,114	128,682,170
Add: Effect of potential Equity Shares to be issued under ESOS	60,886	87,426
Weighted average number of Equity Shares outstanding during the period (based on date of issue of shares) (C) (used as denominator for calculating Diluted EPS)	130,598,000	128,769,596
Basic (in rupees) per share of face value ₹ 2/- (A)/(B)	14.1	9.4
Diluted (in rupees) per share of face value ₹ 2/- (A)/(C)	14.1	9.4

The Company had issued bonus shares to ESOP shareholders under the terms of ESOP scheme in the current period. The resultant shares on account of such issue have been considered in the computation of weighted average and earning per share for the previous year.

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22 DEFERRED TAXATION

Deferred tax asset included in the Balance Sheet comprises of the following:

(₹ in 000's)

Particulars	March 31, 2012	December 31, 2010
Deferred Tax Liability		
Excess of Depreciation/Amortization on fixed assets under income tax over depreciation/amortization provided in accounts	911,408	518,150
Deferred Tax Assets		
Provision for Employee Benefits	10,911	6,664
Provision for Doubtful Debts	35,291	-
Preliminary Expenses under Section 35D	16,903	27,224
	63,105	33,888
Deferred Tax Liability (Net)	848,303	484,262

23 CONTINGENCIES AND COMMITMENTS

(₹ in 000's)

Particulars	March 31, 2012	December 31, 2010
a Estimated Amount of contracts remaining to be executed on capital accounts (Net of Advances) and not provided for	105,587	148,275
b Disputed Liabilities in Appeal		
Income Tax (Refer Note 1 below)	672,860	672,860
Customs	18,300	-
Service Tax	114,202	113,985
c Claims against the Company, not acknowledged as debts	55,241	82,184
d Corporate Guarantees given by the Company on behalf of its subsidiaries	2,322,744	1,832,637
e Bank Guarantees	812,888	451,838
f Continuity Bond executed in favour of the President of India through the Commissioner of Customs in respect of its Container Freight Station operations	4,577,030	3,927,000

Note 1: The Income Tax Department issued assessment orders against the Company, whereby, the claim of deduction by the Company under Section 80 - IA (4) was disallowed from the assessment years 2004 - 05 to 2009 - 10. The Company has filed an appeal against the assessment orders. Accordingly, the Income Tax liability of the Company pending in Appeal and not provided for is ₹ 672,860 thousand (Previous Year ₹ 672,860). The Company is advised that it has a strong case for claiming deduction under Section 80 IA (4) of the Income Tax Act, 1961. Company's appeal was heard by the Tribunal and order is pending. Recently, the Delhi High Court has ruled in one of the similar case that Inland Container Depots (ICD) and Container Freight Stations (CFS) are eligible for deduction under Section 80 IA as these are 'Inland Ports'. Based on this decision, the Company is confident of favourable decision. In view of the foregoing, the Company has continue to provide Current Tax under the provisions of Minimum Alternate Tax.

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

24 MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from October 2, 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. (₹ in 000's)

Particulars	March 31, 2012	December 31, 2010
Principal amount remaining unpaid to any supplier as at the period end	450	6
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	-	-

25 SEGMENT REPORTING

The Company has identified four reporting segments viz. Multimodal Transport Operations, Container Freight Station, Project & Engineering Solutions Division and Others. 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 Company with following additional policies for segment reporting:

- 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 enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
- 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".

I. Primary Segment Information

(₹ in 000's)

Particulars	Multimodal Transport Operations	Container Freight Stations	Project & Engineering Solution Division	Others	Unallocable	Total
Revenue						
External	3,014,676	3,512,804	4,187,478	79,315	-	10,794,273
	2,224,901	1,973,067	2,800,444	19,626	-	7,018,038
Add: Internal Segment Revenue	-	45,154	335,359	-	-	380,513
	-	32,471	109,047	-	-	141,518
Total Revenue	3,014,676	3,557,958	4,522,837	79,315	-	11,174,786
	2,224,901	2,005,538	2,909,491	19,626	-	7,159,556

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in 000's)

Particulars	Multimodal Transport Operations	Container Freight Stations	Project & Engineering Solution Division	Others	Unallocable	Total
Segment results before interest and tax (before inter segment elimination)	237,571 176,375	1,921,888 979,520	728,851 514,649	22,587 (1,336)	(200,532) (87,320)	2,710,365 1,581,888
Less: Inter segment elimination	27,694 19,278	273,834 69,261	(307,385) (88,539)	- -	5,857 -	- -
Segment results before interest and tax (After Inter Segment elimination)	209,877 157,097	1,648,054 910,259	1,036,236 603,188	22,587 (1,336)	(206,389) (87,320)	2,710,365 1,581,888
Interest Expense	- -	- -	- -	- -	(505,457) (133,217)	(505,457) (133,217)
Profit Before Tax and Exceptional Item	- -	- -	- -	- -	2,204,908 1,448,671	2,204,908 1,448,671
Current Tax	- -	- -	- -	- -	(455,200) (283,600)	(455,200) (283,600)
Deferred Tax	- -	- -	- -	- -	(364,041) (218,759)	(364,041) (218,759)
MAT Credit	- -	- -	- -	- -	455,190 265,277	455,190 265,277
Wealth Tax	- -	- -	- -	- -	(154) (330)	(154) (330)
Profit After Tax	- -	- -	- -	- -	1,840,703 1,211,259	1,840,703 1,211,259
Segment Assets	370,245 295,996	2,329,546 2,135,933	8,489,085 5,161,362	328,450 109,574	8,145,154 6,791,268	19,662,480 14,494,133
Segment Liabilities	187,039 118,436	183,337 161,739	987,028 851,827	8,220 5,794	459,630 609,366	1,825,254 1,747,162
Capital Expenditure	11,840 13,942	470,631 120,707	3,393,976 2,390,075	140,072 1,499	395,457 218,678	4,411,976 2,744,901
Depreciation	6,423 3,763	92,195 75,091	758,461 305,291	5,477 2,536	27,892 15,759	890,448 402,440
Non Cash Expenses other than Depreciation	-	-	-	-	-	-

II. Secondary Segment Information

The secondary segment relates to geographical segments based on location of the customers.

(₹ in 000's)

Sr. No	Particulars	Within India	Outside India	Total
1	Segment Revenue - External Turnover	9,691,979 6,326,567	1,102,294 691,471	10,794,273 7,018,038
2	Segment Assets	19,616,690 14,355,636	45,790 138,497	19,662,480 14,494,133
3	Segment Liabilities	1,763,890 1,695,580	61,364 51,582	1,825,254 17,471,62
4	Segment - Capital expenditure	4,411,976 2,744,901	- -	4,411,976 2,744,901

(Figures in italics represent that of previous year)

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

26 MANAGERIAL REMUNERATION

26.1 Employee cost includes Managerial Remuneration Paid to Chairman cum Managing Director and two executive directors as set out below:

(₹ in 000's)

Particulars	March 31, 2012	December 31, 2010
Salary	46,839	26,864
Contribution to Funds	3,870	2,196
Value of Perquisites	3,789	2,335
Commission to Chairman Cum Managing Director/Whole - Time Directors	69,375	52,500
	123,873	83,895

The provision for encashable leave and gratuity is determined for all employees by an independent actuarial valuation. The specific amount for the directors cannot be ascertained separately and accordingly the same has not been included above.

26.2 Administrative and Other Expenses includes remuneration paid to non - executive directors as set out below

(₹ in 000's)

Particulars	March 31, 2012	December 31, 2010
Profit Commission	3,000	3,000
Sitting Fees	775	595
	3,775	3,595

26.3 Remuneration to relatives of Directors

Mr. Umesh Shetty, who is relative of Mr. Shashi Kiran Shetty and Mrs. Arathi Shetty, Directors of the Company, has been appointed as Chief Executive Officer of Equipment Hiring Division of the Company for a period of 3 years commencing from January 1, 2009 on the terms and conditions and remuneration approved by the Members of the Company at the 16th Annual General Meeting held on June 12, 2009. The position occupied by Mr. Umesh Shetty is a place of profit as prescribed under Section 314(1B) of the Companies Act, 1956 and the same is subject to approval by Central Government.

Considering the contribution made by Mr. Umesh Shetty in achieving the phenomenal growth by Equipment Hiring Division vis - à - vis performance and growth achieved by the Company during his tenure, the Company has, subject to Central Government's approval, re - appointed Mr. Umesh Shetty as Chief Executive Officer of the Project & Engineering Solutions Division of the Company for a further period of 3 years effective from January 1, 2012 on the same terms & conditions and remuneration as recommended by the Compensation / Remuneration Committee, Board of Directors and approved by the Members of the Company by Postal Ballot voting. Further, with a view to broad - base the Board composition and to optimize and further enhance the existing corporate governance practices of the Company and considering the growth oriented performance and contribution made by Mr. Umesh Shetty, the Board of Directors has, subject to approval by the Members of the Company at the ensuing Annual General Meeting, appointed Mr. Umesh Shetty as Whole Time Director of the Company for a period of 5 years commencing from June 1, 2012 on the terms and condition and remuneration as recommended by the Compensation / Remuneration Committee.

Also, during the period under review, the Company has, subject to Central Government's approval, appointed Mr. Armin Kalyaniwalla, a relative of a Director, as Chief Executive Officer - Project Division of the Company, for a period of 3 years commencing from January 1, 2012 on the terms & conditions and remuneration as recommended by the Compensation / Remuneration Committee, Board of Directors and approved by the Members of the Company by Postal Ballot voting.

The Company has made necessary applications to the Central Government seeking approval for the said appointment of Mr. Umesh Shetty and Mr. Armin Kalyaniwalla under Section 314 of the Companies Act, 1956 and the same are under consideration. Pending the Central Government approvals, the Company has paid remuneration aggregating to ₹ 37,726 thousand (Previous Year ₹ 24,340 thousand) to the appointees as approved by the Members and the Board of Directors of the Company with a condition that such remuneration or part thereof shall be refunded if the Central Government declines to approve or modifies the remuneration payable to them.

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS**26.4 Computation of Net Profit under Section 349 of the Act:**

(₹ in 000's)

Particulars	March 31, 2012	December 31, 2010
Profit Before Tax as per the Profit and Loss Account	2,204,908	1,448,671
Add: Managerial Remuneration	126,873	86,895
Director's Sitting Fees	775	595
Provision for Doubtful Debts and Bad Debts/Advances written off	209,388	11,590
Depreciation as Provided in the Books	890,448	402,440
	1,227,484	501,520
Less: Depreciation as computed under Section 350 of the Act	890,448	402,440
Profit on Sale of Long Term Investments	81,162	62,357
Profit on Sale of Assets	12,355	28,467
	983,965	493,264
Profit Before Tax as per Section 349 of the Act	2,448,427	1,456,927
Maximum remuneration paid / payable to executive directors @ 10% of the of the Net Profits	244,843	145,693
Director's Managerial Remuneration Paid/payable	123,873	83,895
Maximum commission to Non executive directors @ 1% of the Net Profits	24,484	14,569
Commission to Non Executive Directors Paid/Payable	3,000	3,000

27 LEASES**Operating Lease**

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 March 31, 2012 is as follows:

(₹ in 000's)

Particulars	March 31, 2012	December 31, 2010
Lease Payments		
Not later than one year	4,812	8,389
Later than one year but not later than 5 years	4,610	11,669
Later than 5 years	-	-
Payment of Lease Rentals during the period	4,812	13,550

28 DISCLOSURE PURSUANT TO ACCOUNTING STANDARD - 15 (REVISED) 'EMPLOYEE BENEFITS'**a) Defined Contribution Plans:****Contribution to Provident Fund and ESIC**

Amount of ₹ 34,816 thousand (Previous Year ₹ 18,631 thousand) contributed to Provident Funds, ESIC and other funds (Refer Schedule 17) is recognised as an expense and included in "Contribution to Provident & Other Funds" under 'Employee Cost' in the Profit and Loss account. .

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

b) 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.

(₹ in 000's)

Particulars	March 31, 2012	December 31, 2010
I Change in the Defined Benefit Obligation		
Liability at the beginning of the period	20,121	11,898
Interest cost	2,103	982
Current service cost	7,342	3,142
Past service cost (Vested benefit) recognized during the period	-	1,869
Benefit paid	(2,410)	-
Actuarial (gain) / loss on obligations	5,700	2,230
Liability at the end of the period	32,856	20,121
II Amount recognised in the Balance Sheet		
Liability at the end of the period	32,856	20,121
Fair value of plan assets at the end of the period	21,622	13,977
Liabilities recognised in the Balance Sheet	(11,234)	(6,144)
III Expenses recognised in the Profit and Loss Account		
Current service cost	7,342	3,142
Interest cost	2,103	982
Expected return on plan assets	(1,408)	(909)
Past service cost [Vested benefit] recognized during the period	-	1,869
Net actuarial (gain) / loss to be recognized	5,435	3,268
Expense recognised in the Profit and Loss Account	13,472	8,351
IV Balance Sheet reconciliation		
Opening net liability	6,144	532
Expense as above	13,472	8,351
Employers contribution paid	(8,382)	(2,739)
Liability recognised in the Balance Sheet	11,234	6,144
V Change in the Fair Value of Plan Assets		
Fair value of Plan Assets at the beginning of the period	13,977	11,367
Expected return on Plan Assets	1,408	909
Contributions	8,382	2,739
Benefit paid	(2,410)	-
Actuarial gain/(loss) on Plan Assets	265	(1,038)
Fair value of Plan Assets at the end of the period	21,622	13,977
Total Actuarial gain / (loss) to be recognised	(5,435)	3,268
VI Actual return on Plan Assets:		
Expected return on Plan Assets	1,408	909
Actuarial gain /(loss) on Plan Assets	265	(1,038)
Actual return on Plan Assets	1,673	(128)

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in 000's)

Particulars	March 31, 2012	December 31, 2010
VII Investment Details of Plan Assets:		
Government of India Assets	2,088	-
Corporate Bonds	2,765	-
Insurer Managed Funds	15,115	13,977
Other	1,654	-
Total Plan Assets	21,622	13,977
VIII Actuarial assumptions		
Discount rate	8.50%	8.25%
Salary escalation	6.00%	5.00%

IX Experience Adjustments

	2012	2010	2009	2008	2007
Present Value of Defined Benefit Obligation	32,856	20,121	11,898	12,000	7,785
Fair Value of the Plan Assets	21,622	13,977	11,366	7,808	6,330
Deficit in the Plan	11,234	6,144	532	4,192	1,455
Experience adjustments on:					
Plan Liabilities (Gain)/Loss	5,700	2,230	(1,390)	(691)	-
Plan Assets (Loss)/Gain	265	(1,038)	(180)	(221)	-

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.

c) Compensated Leave Absences

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

(₹ in 000's)

Particulars	March 31, 2012	December 31, 2010
Amount recognized in the Balance Sheet		
Short Term	9,230	2,108
Long Term	24,400	17,954
	33,630	20,062
Amount recognized in Salaries and other benefit in the Profit and Loss Account in respect of compensated leave liability	27,375	8,589

29 RELATED PARTY DISCLOSURES**A Parties Where Control Exists:****I. Subsidiaries**

Hindustan Cargo Limited
 HC Logistics Limited
 Credo Shipping Agencies (I) Private Limited
 Contech Transport Services Private Limited
 Comptech Solutions Private Limited
 Amfin Consulting Private Limited
 Ecu Line (India) Private Limited
 Allcargo Shipping Co. Private Limited (Formerly known as AGL Ports Private Limited)



STANDALONE FINANCIAL STATEMENTS

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

South Asia Terminals Private Limited
Southern Terminal & Trading Private Limited (Formerly known as AGL Terminals Private Limited)
AGL Warehousing Private Limited
Allcargo Logistics Park Private Limited
Ecu International (Asia) Private Limited
Transindia Logistic Park Private Limited (Formerly known as Universal Container Freight Station Private Limited)
MHTC Logistics Private Limited
Combine Indain Agencies Private Limited
Ecu-Line Algerie sarl
Ecu Logistics SA
Ecu-Line N.V.
Ecu-Logistics N.V.
Ecubro N.V.
Ecu-Tech BVBA
Ecuhold N.V.
Ecu International N.V.
Ecu Global Services N.V.
HCL Logistics N.V. AGL N.V.
Allcargo Belgium N.V.
Ecu Logistics do Brasil Ltda
Flamingo Line do Brasil Ltda
Ecu-Line Bulgaria EOOD
Ecu-Line Chile S.A.
Flamingo Line Chile S.A.
Ecu-Line Guangzhou Limited
CCSS Limited
CCS Limited
Ecu-Line de Colombia S.A.S.
Conecli International S.A.
Ecu-Line (CZ) s.r.o.
Ecu-Line del Ecuador S.A.
Flamingo Line del Ecuador SA
Ecu Line Egypt Limited
Ecu-Line Canada Inc.
Flamingo Line El Salvador SA de CV
Ecu-Line Germany GmbH
ELWA Ghana Limited
Flamingo Line de Guatemala S.A.
Ecu-Line Hong Kong Limited
Ecu International Far East Limited
CCS Limited
PT EKA Consol Utama Line
Ecu-Line Italia srl.
Eurocentre Milan srl.
Ecu-Line Côte d'Ivoire Sarl
Jordan Gulf for Freight Services
Ecu-Line Malta Limited
CELM Logistics SA de CV
Ecu Logistics de Mexico SA de CV
Ecu-Line Maroc S.A.
Ecu-Line Rotterdam BV
Rotterdam Freight Station BV

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

Ecu-Line de Panama SA
 Ecu-Line Paraguay SA
 Ecu-Line Philippines Inc.
 Ecu-Line Polska SP. Z.o.o.
 Ecu-Line Doha W.L.L.
 Ecu-Line Romania SRL
 Ecu-Line Singapore Pte. Limited
 Ecu-Line South Africa (Pty.) Limited
 Ecu-Line Spain S.L.
 Mediterranean Cargo Center S.L. (MCC)
 Ecu Line Lanka (Pvt) Limited
 Société Ecu-Line Tunisie Sarl
 Ecu Uluslarasi Tas. Ve Ticaret Limited Sti.
 CCC Limited
 Star Express Company Limited
 Ecu-Line UK Limited
 DEOLIX S.A.
 DLC
 Guldary S.A.
 ELV Multimodal C.A.
 Administradora House Line C.A.
 Consolidadora Ecu-Line C.A.
 aEcu-Line (Indian Ocean Islands) Limited
 Asia Line Limited
 Ecu Heavylift WLL
 Contech Transport Services (Pvt) Limited
 Ecu Shipping Logistics (K) Limited
 Ecu-Line Middle East LLC
 Ecu-Line (Johor Bahru) Snd. Bhd.
 Eurocentre FZCO
 Ecu-Line Kenya Limited
 Ecu-Line Abu Dhabi LLC
 SSCC Limited
 Flamingo Line del Peru SA
 Ecu-Line Peru SA
 Ecu-Line Saudi Arabia LLC
 Ecu-Line Zimbabwe (Pvt) Limited
 Ecu-Line Japan Limited
 S.H.E. Maritime Services Limited
 Translogistik Internationale Spedition GmbH
 Ecu-Line Australia Pty Limited
 Ecu-Line New Zealand Limited
 Ecu-Line (Thailand) Co. Limited
 Ecu-Line Mediterranean Limited
 Ecu-Line China Limited
 Ecu-Line Hungary Kft
 Ecu-Line Switzerland GmbH
 Ecu Line Vietnam Joint Venture Company Limited
 Ocean House Limited
 Transnepal Freight Services Private Limited

II. Associates

Transworld Logistics & Shipping Services Inc.

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

III. Joint Venturers

Sealand Warehousing Private Limited
Gujarat Integrated Maritime Complex Private Limited

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 Private Limited (Converted into Avadh Marketing LLP w.e.f. December 30, 2011)
Avash Builders And Infrastructure Private Limited
Avash Builders Private Limited (Amalgamated with SKS Netgate Private Limited w.e.f. April 1, 2010)
Avash Logistic Park Private Limited
Avashya Corproation Private Limited
Avashya Enterprises Private Limited
Avashya Holdings Private Limited
Conserve Infratech Private Limited (Formerly known as Naturecare Properties Private Limited) - Resigned w.e.f. January 30, 2011)
Contech Estate Private Limited (Converted into Contech Estate LLP w.e.f. December 5, 2011)
Energy Health Spas Private Limited (Amalgamated with SKS Netgate Private Limited w.e.f. April 1, 2010)
India Tourist And Heritage Village Private Limited
Indport Maritime Egencies Private Limited
Jupiter Precious Gems and Jewellery Private Limited (Formerly known as Jupiter Machines Private Limited)
N.R. Holdings Private Limited
Panna Estates Private Limited (Converted into Panna Estates LLP w.e.f. December 1, 2011)
Poorn Estates Private Limited
Prominent Estate Holdings Private Limited
Sealand Crane Private Limited
Sealand Ports Private Limited
SKS Netgate Private Limited (Converted into SKS Netgate LLP w.e.f. August 1, 2011)
SKS Realty Private Limited (Converted into SKS Realty LLP w.e.f. December 1, 2011)
SKS Ventures Private Limited
Talentos (India) Private Limited
Talentos Entertainment Private Limited
Transindia Freight Private Limited
Transindia Freight Services Private Limited

V. Key Managerial Personnel

Shashi Kiran Shetty
Arathi Shetty
Adarsh Hegde

VI. Relatives of Key Management Personnel

Umesh Shetty
Shobha Shetty

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

29 RELATED PARTY DISCLOSURES (CONTINUED)

Transactions with Related Party during the period January 1, 2011 to March 31, 2012

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, 2012	December 31, 2010	March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010
1	MTO Income	814,402	528,297	30,764	810	-	-	-	-	-	-	845,166	529,107
2	Project & Engineering Solutions Income	242,845	12,053	-	-	-	-	-	-	-	-	242,845	12,053
3	Container Freight Station income	5,457	-	-	-	-	-	-	-	-	-	5,457	-
4	Warehousing income	14,348	-	-	-	-	-	-	-	-	-	14,348	-
5	Management Fees Received	12,331	9,036	-	-	70,000	40,000	-	-	-	-	82,331	49,036
6	Business Support Charges Received	39,388	15,617	-	-	-	-	-	-	-	-	39,388	15,617
7	Interest Received	89,840	51,444	-	-	-	-	-	-	-	-	89,840	51,444
8	Mto Operation Expenses	1,004,162	490,260	74,503	1,605	-	-	-	-	-	-	1,078,665	491,865
9	Project & Engineering Solutions Expense	164,601	-	-	-	-	-	-	-	-	-	164,601	-
10	Container Freight Station Expenses	190,660	55,204	-	-	-	-	-	-	-	-	190,660	55,204
11	Remuneration to Directors	-	-	-	-	-	-	-	-	123,872	83,895	123,872	83,895
12	Salary Paid	-	-	-	-	-	-	-	-	35,477	24,340	35,477	24,340
13	Rent Paid	-	-	-	-	-	-	41,217	29,418	5,400	7,200	46,617	36,618
14	Professional Fees Paid	-	-	-	-	-	-	-	-	900	720	900	720
15	Dividend Paid	1,307	-	-	-	-	-	-	-	-	-	1,307	-
16	Car Hire Charges	-	-	-	-	-	-	750	600	-	-	750	600
17	Reimbursement of expenses	-	1,381	548	-	-	-	-	-	-	-	548	1,381
18	Loans												
	Opening Balance	1,638,732	381,855	-	-	-	-	-	-	-	-	1,638,732	381,855
	Add: Loans Given	1,380,466	1,515,921	-	-	-	-	-	-	-	-	1,380,466	1,515,921
	Less: Loans Repaid	1,247,778	259,044	-	-	-	-	-	-	-	-	1,247,778	259,044
	Less: Loans Converted into Preference Shares	955,017	-	-	-	-	-	-	-	-	-	955,017	-
	Closing Balance	816,403	1,638,732	-	-	-	-	-	-	-	-	816,403	1,638,732

29 RELATED PARTY DISCLOSURES (CONTINUED)

Transactions with Related Party during the period January 1, 2011 to March 31, 2012

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, 2012	December 31, 2010	March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010
19	Advances												
	Opening Balance	34,536	7,905	-	239	-	-	-	-	-	-	34,536	8,144
	Add: Advances Given	231,393	66,117	-	-	-	-	-	-	-	-	231,393	66,117
	Less: Advances Repaid	201,273	39,486	-	239	-	-	-	-	-	-	201,273	39,725
	Less: Advances Converted to Preference Shares	10,146	-	-	-	-	-	-	-	-	-	10,146	-
	Closing Balance	54,510	34,536	-	-	-	-	-	-	-	-	54,510	34,536
20	Deposits												
	Opening Balance	11,200	-	197	-	4	-	68,217	-	60,000	60,000	139,618	60,000
	Deposits Given	-	11,200	-	197	-	4	178,209	68,217	-	-	178,209	79,618
	Deposits Received Back	-	-	197	-	4	-	-	-	30,000	-	30,201	-
	Deposits Closing Balance	11,200	11,200	-	197	-	4	246,426	68,217	30,000	60,000	287,626	139,618
21	Share Application Money Pending Allotment	154,000	-	-	-	78,500	530,000	3500	3,500	-	-	236,000	533,500
22	Investments in New Subsidiary Co.	898,240	-	-	-	5,30,000	-	-	-	-	-	1,428,240	-
23	Corporate Guarantee Given	2,322,744	1,832,367	-	-	-	-	-	-	-	-	2,322,744	1,832,367
24	Outstanding Receivable												
	Sundry Debtors	94,471	119,054	-	-	39,708	85	-	-	-	-	134,179	119,139
	Dividend Receivable	-	-	-	-	-	-	-	-	-	-	-	-
25	Outstanding Payable												
	Sundry Creditors	42,276	8,396	3,306	-	-	-	-	-	-	-	45,582	8,396
	Remuneration Payable	-	-	-	-	-	-	-	-	69,375	525,000	69,375	525,000
	Deposit Payable	20,431	30,008	-	-	-	-	-	-	-	-	20,431	30,008

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS**29 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 period ended March 31, 2012

- I. Interest received include income from Hindustan Cargo Limited ₹ 21,670 thousand, Allcargo Shipping Co. Private Limited - ₹ 36,609 thousand, AGL Warehousing Private Limited ₹ 27,386 thousand.
(Interest received during previous year includes income from Hindustan Cargo Limited ₹ 8,637 thousand, Allcargo Shipping Co. Private Limited ₹ 10,837 thousand, AGL Warehousing Private Limited ₹ 20,323 thousand, Allcargo Belgium NV ₹ 7,602 thousand)
- II. MTO income includes income from Allcargo Belgium NV group - ₹ 773,791 thousand
(MTO income during the previous year includes income earned from Allcargo Belgium NV group ₹ 482,892 thousand)
- III. Container Freight Station Income includes income from Hindustan Cargo Limited ₹ 5,316 thousand.
- IV. Warehousing Income includes income from Hindustan Cargo Limited ₹ 14,348 thousand.
- V. Project and Engineering Solutions income includes income from South Asia Terminals Private Limited - ₹ 150,463 thousand, Hindustan Cargo Limited - ₹ 39,737 thousand, Asia Line Limited ₹ 52,645 thousand
(Project and Engineering Solutions income during the previous year includes South Asia Terminals Private Limited ₹ 12,053 thousand)
- VI. Project and Engineering Solutions expense includes expenses paid/payable to MHTC Logistics Private Limited - ₹ 56,780 thousand, Hindustan Cargo Limited - ₹ 107,821 thousand
- VII. Rent Paid includes expenses paid/payable to Mr. Shashi Kiran Shetty - ₹ 5,400 thousand, Sealand Cranes Private Limited - ₹ 15,860 thousand, Allnet Infotech Private Limited - ₹ 14,679 thousand
(Rent Paid during the previous year includes rent paid to Mr. Shashi Kiran Shetty - ₹ 7,200 thousand, Sealand Cranes Private Limited - ₹ 12,084 thousand, Allnet Infotech Pvt Limited - ₹ 11,184 thousand)
- VIII. Remuneration to Directors includes payment made to Mrs. Arathi Shetty - ₹ 22,342 thousand, Mr. Adarsh Hegde - ₹ 37,711 thousand, Mr. Shashi Kiran Shetty - ₹ 63,820 thousand
(Remuneration to Directors during the previous year includes Mrs. Arathi Shetty - ₹ 17,016 thousand, Mr. Adarsh Hegde - ₹ 26,062 thousand, Mr. Shashi Kiran Shetty - ₹ 40,817 thousand)
- IX. Salary Paid includes payment made to Mr. Umesh Shetty - ₹ 35,477 thousand.
(Salary Paid during the previous year includes Mr. Umesh Shetty - ₹ 24,340 thousand)
- X. Car hire Charge includes expenses paid/payable to Transindia Freight Services Private Limited - ₹ 750 thousand
(Car hire Charges during the previous year includes Transindia Freight Services Private Limited - ₹ 600 thousand)
- XI. MTO Operation Expenses includes expenses paid/payable to Allcargo Belgium NV Group - ₹ 959,064 thousand
(MTO Operation Expenses during the previous year includes Allcargo Belgium NV Group - ₹ 405,406 thousand, Hindustan Cargo Limited - ₹ 81,053 thousand)
- XII. Container Freight Station Expenses includes expenses paid/payable to South Asia Terminal Private Limited - ₹ 189,337 thousand
(Container Freight Station Expenses during the previous year includes South Asia Terminal Private Limited - ₹ 55,204 thousand)
- XIII. Dividend Paid includes payment made to MHTC Logistics Private Limited - ₹ 1,307 thousand

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

- XIV. Loans received back includes amount received from Allcargo Belgium NV - ₹ 604,387 thousand, Allcargo Logistic Park Private Limited - ₹ 127,000 thousand, Allcargo Shipping Co. Private Limited - ₹ 188,955 thousand, Contech Transport Services Private Limited - ₹ 139,418 thousand
- (Loans received back during the previous year includes amount received from Hindustan Cargo Limited - ₹ 60,708 thousand, South Asia Terminals Pvt. Limited - ₹ 138,201 thousand)*
- XV. Advance received back includes amount received from ECU International Far East Private Limited - ₹ 168,230 thousand.
- (Advance received back during the previous year includes amount received from Allcargo Shipping Co. Private Limited - ₹ 7,455 thousand, Allcargo Belgium N.V Group. - ₹ 13,388 thousand, Asia Line Pty Limited - ₹ 10,140 thousand)*
- XVI. Loans given includes amount paid to Allcargo Belgium NV - ₹ 520,746 thousand, Allcargo Logistics Park Private Limited - ₹ 144,500 thousand, Allcargo Shipping Co. Private Limited - ₹ 187,637 thousand, Contech Transport Services Private Limited - ₹ 167,583 thousand.
- (Loans given during the previous year includes amount paid to Allcargo Belgium NV group - ₹ 598,132 thousand, Allcargo Shipping Co. Private Limited - ₹ 367,403 thousand, AGL Warehousing Private Limited - ₹ 270,184 thousand)*
- XVII. Advances given includes amount paid to ECU International Far East Private Limited - ₹ 175,127 thousand
- (Advances given during the previous year includes amount paid to Allcargo Belgium N.V Group - ₹ 30,883 thousand, Allcargo Shipping Co. Private Limited - ₹ 11,019 thousand, Contech Transport Services Private Limited - ₹ 9,070 thousand, AGL Warehousing Private Limited - ₹ 8,605 thousand)*
- XVIII. Deposit Receivables includes deposit received from Allnet Infotech Private Limited - ₹ 34,601 thousand, Avash Builders and Infrastructure Private Limited - ₹ 71,985 thousand, Sealand Cranes Private Limited - ₹ 37,385 thousand, Mr. Shashi Kiran Shetty - ₹ 30,000 thousand, Talentos (India) Private Limited - ₹ 70,129 thousand
- (Deposit Receivables during the previous year includes deposit received from Allnet Infotech Private Limited - ₹ 30,756 thousand, Sealand Cranes Private Limited - ₹ 33,231 thousand, Mr. Shashi Kiran Shetty - ₹ 60,000 thousand)*
- XIX. Deposit given includes amount paid to Avash Builders and Infrastructure Private Limited - ₹ 71,985 thousand, Talentos (India) Private Limited - ₹ 70,129 thousand
- (Deposit given during the previous year includes amount paid to Comptech Solutions Private Limited ₹ 11,200 thousand)*
- XX. Share Application Money Pending Allotment includes Gujarat Integrated Maritime Complex Private Limited - ₹ 78,500 thousand, Transindia Logistic Park Private Limited - ₹ 154,000 thousand.
- (Share Application Money Pending Allotment during the previous year includes Gujarat Integrated Maritime Complex Private Limited ₹ 530,000 thousand)*
- XXI. Investments during the year includes investment made in Gujarat Integrated Maritime Complex Private Limited - ₹ 530,000 thousand, MHTC Logistics Private Limited - ₹ 343,000 thousand, Transindia Logistic Park Private Limited - ₹ 555,240 thousand
- XXII. Management Fees received includes amount received from ECU International Far East Private Limited - ₹ 12,331 thousand, Gujarat Integrated Maritime Complex Private Limited - ₹ 40,000 thousand, Sealand Warehousing Pvt Limited - ₹ 30,000 thousand
- (Management Fees received during the previous year includes amount received from ECU International Far East Private Limited - ₹ 9,036 thousand, Sealand Warehousing Private Limited - ₹ 40,000 thousand)*

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

- XXIII. Business Support Charges received includes amount received from Ecu International Far East Private Limited - ₹ 39,388 thousand
(Business Support Charges received during the previous year includes amount received from Ecu International Far East Private Limited - ₹ 15,617 thousand)
- XXIV. Reimbursement of Expenses includes amount received from Transnepal Freight Services Private Limited - ₹ 548 thousand.
(Reimbursement of Expenses includes received during the previous year includes amount received from South Asia Terminals Private Limited - ₹ 1,285 thousand)
- XXV. Professional Fees Paid Mrs. Shobha Shetty - ₹ 900 thousand
(Professional Fees Paid during the previous year includes Mrs. Shobha Shetty - ₹ 720 thousand)
- XXVI. Trade Debtors includes Gujarat Integrated Maritime Complex Private Limited - ₹ 39,708 thousand, Asia Line Limited - ₹ 34,632 thousand, South Asia Terminal Private Limited ₹ 14,542 thousand, Hindustan Cargo Limited - ₹ 20,964 thousand
(Trade Debtors during the previous year includes Allcargo Belgium N.V Group - ₹ 97,992 thousand)
- XXVII. Trade Payables includes MHTC Logistics Private Limited - ₹ 42,276 thousand.
(Trade payables during the previous year includes amount received from South Asia Terminals Private Limited - ₹ 8,293 thousand)
- XXVIII. Loans Converted into Preference shares during the year includes AGL Warehousing Private Limited - ₹ 366,969 thousand, Allcargo Shipping Co. Private Limited - ₹ 366,085 thousand, Hindustan Cargo Limited - ₹ 221,963 thousand.
- XXIX. Advances Converted into Preference shares during the year includes AGL Warehousing Private Limited - ₹ 6,581 thousand, Allcargo Shipping Co. Private Limited - ₹ 3,565 thousand.
- XXX. Closing Balance of Loan includes balance outstanding from Allcargo Belgium N.V - ₹ 507,799 thousand, Contech Transport Services Private Limited - ₹ 150,489 thousand, South Asia Terminal Private Limited - ₹ 89,611 thousand.
(Closing Balance of Loan during the previous year includes Allcargo Belgium NV - ₹ 591,440 thousand, Allcargo Shipping Co. Private Limited - ₹ 367,403 thousand, AGL Warehousing Private Limited - ₹ 342,322 thousand)
- XXXI. Advances Closing balance includes Contech Transport services Private Limited - ₹ 7,820 thousand, Ecu International Far East Private Limited - ₹ 11,749 thousand, South Asia Terminals Private Limited - ₹ 12,265 thousand, Hindustan Cargo Limited - ₹ 9,652 thousand.
(Advances Closing balance during the previous year includes Allcargo Shipping Private Limited - ₹ 3,565 thousand, Ecu International Far East Private Limited - ₹ 18,542 thousand, AGL Warehousing Private Limited - ₹ 6,552 thousand)
- XXXII. Deposit Repaid back during the year includes Mr. Shashi Kiran Shetty - ₹ 30,000 thousand.
- XXXIII. Corporate Guarantees given includes Allcargo Belgium NV - ₹ 1,154,336 thousand, Transindia Logistic Park Private Limited - ₹ 950,000 thousand
(Corporate Guarantees given during the previous year includes Allcargo Belgium NV - ₹ 1,832,637 thousand)
- XXXIV. Deposit payable includes South Asia Terminals Private Limited - ₹ 20,431 thousand.
(Deposit payable during the previous year includes South Asia Terminals Private Limited - ₹ 30,008 thousand)
- XXXV. Remuneration payable includes Mrs. Arathi Shetty - ₹ 19,822 thousand , Mr. Adarsh Hegde - ₹ 23,125 thousand , Mr. Shashi Kiran Shetty - ₹ 26,428 thousand
(Remuneration payable during the previous year includes Mrs. Arathi Shetty - ₹ 15,000 thousand, Mr. Adarsh Hegde - ₹ 17,500 thousand, Mr. Shashi Kiran Shetty - ₹ 20,000 thousand)

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

30 QUANTITATIVE INFORMATION

The activities of the Company are not capable of being expressed in any generic unit and hence, it is not possible to give the quantitative details required under paragraphs 3, 4C and 4D of Part II of Schedule VI to the Act.

31 EARNINGS IN FOREIGN CURRENCY (ON RECEIPT BASIS)

(₹ '000)

Particulars	March 31, 2012	December 31, 2010
Multi - Modal Transport Operations	269,224	175,473
Project & Engineering Solutions	79,624	83,415
Business Support Charges	37,674	22,497
Management Fees	12,227	9,035
	398,749	290,420

32 EXPENDITURE IN FOREIGN CURRENCY (ON PAYMENT BASIS)

(₹ '000)

Particulars	March 31, 2012	December 31, 2010
Professional Fees	1,031	8,672
Multi - Modal Transport Operations	597,349	341,060
Project & Engineering Solutions	206,677	225,731
	805,057	575,463

33 VALUE OF IMPORTS ON CIF BASIS

(₹ in 000's)

Particulars	March 31, 2012	December 31, 2010
Capital Goods	2,666,507	2,539,252
Stores & Spares	35,601	4,521
	2,702,108	2,543,773

34 CONSUMPTION OF STORES AND SPARES

(₹ in 000's)

Particulars	March 31, 2012		December 31, 2010	
	Value	%	Value	%
Imported	35,601	16.62	4,522	3.45
Indigenous	178,655	83.38	126,443	96.55
	214,256	100.00	130,965	100.00

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

35 REMITTANCE IN FOREIGN CURRENCIES FOR DIVIDENDS

The Company has not remitted any amount in foreign currencies on account of dividends during the period 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 period, are as under:

(₹ in 000's)

Particulars	March 31, 2012	December 31, 2010
Year ended to which the dividend related	December 31, 2010	December 31, 2009
Final Dividend:		
Number of Non - Resident Shareholders	127	102
Number of Equity Shares held by them	30,163,720	29,586,916
Gross Amount of Dividend (₹)	75,409	14,793
Interim Dividend:	March 31, 2012	March 31, 2010
Number of Non - Resident Shareholders	142	120
Number of Equity Shares held by them	31,918,740	29,426,962
Gross Amount of Dividend (₹)	31,919	14,713

36 DISCLOSURE AS PER CLAUSE 32 OF THE LISTING AGREEMENT

i. Loans and Advances in the nature of Loans to Subsidiary Companies:

(₹ in 000's)

Sr. No.	Name of the Company	Balance as at		Maximum outstanding during the year	
		March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010
1	Allcargo Shipping Co. Private Limited	-	367,403	479,648	367,403
2	Allcargo Logistics Park Private Limited	17,500	-	87,000	-
3	Southern Terminal & Trading Private Limited	-	45,000	105,708	45,000
4	AGL Warehousing Private Limited	-	342,322	362,043	343,784
5	Allcargo Belgium N.V.	507,799	591,440	604,387	591,655
6	Contech Transport Services Private Limited	150,489	122,324	265,757	134,674
7	Asia Line Limited	14,822	44,933	45,348	128,539
8	Hindustan Cargo Limited	-	112,869	231,026	128,758
9	Transindia Logistic Park Private Limited	1,184	-	164,216	-
10	MHTC Logistics Private Limited	35,000	-	35,000	-
11	South Asia Terminals Private Limited	896,11	12,443	89,854	145,558

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

37 INVESTMENT IN JOINT VENTURES

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	Country of Incorporation	Principal Activities	Ownership Interest
1	Sealand Warehousing Private Limited	India	Management Company	50%
2	Gujarat Integrated Maritime Complex Private Limited	India	Ship building business	45%

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

The interests in the joint ventures are reported as long - term investments (Refer Schedule 6) 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 000's)		
Particulars	March 31, 2012	December 31, 2010
I. Assets		
Fixed Assets	639,730	16,795
Deferred Tax Asset (Net)	110	179
Investments	41,960	511,518
Current Assets, Loans and Advances		
a) Cash and Bank Balances	10,191	130,158
b) Loans and Advances	8,807	39,458
II. Liabilities		
Share Capital	47,668	46,748
Share Application Money	78,500	530,000
Reserves & Surpluses	529,060	(5)
Loan Funds	4,683	Nil
Current Liabilities		
a) Liabilities	40,887	121,365
b) Provisions		
III. Income		
Other Income	21,584	341
IV. Expenses		
Admin and Other Expenses	17,210	319
Depreciation	25	-
Provision for Taxation (including Deferred Taxation and Provision for Tax for earlier years written back, net)	1,397	32
V. Contingent Liabilities	171	157
VI. Capital Commitments	8,953	

38 TRANSFER PRICING

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, 2011. Management believes that the Company's international transactions with related parties post March 31, 2011 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.

39 EMPLOYEE STOCK OPTIONS

- 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

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

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 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:

Particulars	Period ended March 31, 2012			Year ended December 31, 2010		
	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 period	32,805	51,000	₹ 2.00	66,665	52,500	₹ 2.00
Granted	-	-	-	-	-	-
Exercised	14,250	12,500	₹ 2.00	33,860	-	₹ 2.00
Forfeited and Lapsed	-	-	₹ 2.00	-	1,500	₹ 2.00
Outstanding at the end of the period	18,555	38,500	₹ 2.00	32,805	51,000	₹ 2.00

The options outstanding at March 31, 2012 have an exercise price of ₹ 2/- and a weighted average contractual life of 1 year.

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 000's)

Particulars	March 31, 2012	December 31, 2010
Net Profit After Tax as reported	1,840,703	1,211,259
Add:Employee Stock option Compensation Expense as per intrinsic value method	-	635
Less:Employee Stock option Compensation *expense as per fair value	-	403
Adjusted Proforma Net Profit After Tax	1,840,703	1,211,491
Basic Earnings Per Share as reported	14.1	9.4
Basic Earnings Per Share - proforma	14.1	9.4
Diluted Earnings Per Share as reported	14.1	9.4
Diluted Earnings Per Share - proforma	14.1	9.4

For purposes of the above proforma disclosures, the estimated grant - date fair value of stock options granted under the ESOS plan 2006 is ₹ Nil* (Previous Year ₹ 403). The fair values are measured based on the Black - Scholes - Merton formula. Expected volatility, an input in this formula, is estimated by considering historic average share price volatility. The inputs used in the measurement of grant - date fair values for the previous year are as follows:

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SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	December 31, 2010	
	Series I (pre listing)	Series II (Post listing)
Share Price At Grant Date	₹ 685.88	₹ 786.95
Risk Free Interest Rate	7.20 %	7.50 %
Expected Life	4 years	4 years
Expected Volatility	Nil	50%
Expected Dividend Yield	1.5%	1.5%

*Considering the vesting period completed during the previous year, there is no deferred employee compensation cost pending to be charged for the current period ended March 31, 2012.

40 SCHEME OF ARRANGEMENT OF THE EARLIER YEAR

During previous year ended December 31, 2010, pursuant to the Scheme of Arrangement ('the scheme') under sections 391 to 394 of the Companies Act, 1956 sanctioned by the Hon'ble Bombay High Court vide order dated September 30, 2010 and filed with the Registrar of Companies (RoC) on October 25, 2010, Sealand Terminals Private Limited, the wholly owned subsidiary of the Company, engaged in construction, development, maintenance of the Container Freight Stations, has been amalgamated into the Company with effect from the Appointed Date as on April 1, 2009. The amalgamation has been accounted as "Amalgamation in the nature of Merger".

The financial statements presented to Members of the Company comprise of the financials of Sealand Terminals Private Limited. The deficit of assets over liabilities of Sealand Terminals Private Limited amounting to ₹ 33 thousand has been adjusted against the General Reserve of the Company. The net profit earned by Sealand Terminals Private Limited during the period from April 1, 2009 to December 31, 2009 amounting to ₹ 123,807 thousand is recognised as earlier year Profit of merged entity in Profit & Loss Account. As envisaged in the Scheme, the Company did not issue any equity shares to the Members of Sealand Terminals Private Limited i.e. Contech Transport Services Private Limited, the wholly owned subsidiary of the Company.

41 PARTICULARS OF 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 speculative purposes.

(₹ in 000's)

Particulars of Derivative Instrument acquired for hedging	As at March 31, 2012			
	No. of Instruments	Currency	In 000s	₹ in 000 s
a) Principal Only Swap	2	USD	2,330	117,782
	6	EUR	1,405	83,476
b) Interest Rate Currency Swaps	4	SGD	6,588	225,040
	75	USD	78,283	3,643,420
c) Forward Contract towards Foreign Currency Term Loan	1	USD	5,081	259,942

Particulars of Derivative Instrument acquired for hedging	As on December 31, 2010			
	No. of Instruments	Currency	In 000s	₹ in 000 s
Principal Only Swap	-	-	-	-
Interest Rate Currency Swaps	4	EUR	1,086	63,474
	4	SGD	6,558	225,039
	28	USD	24,249	1,114,696

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

Unhedged foreign currency exposure

The foreign currency exposure not covered by forward contracts / other derivative contracts as on March 31, 2012 and December 31, 2010 is given below:

(₹ in 000's)

March 31, 2012			December 31, 2010		
Currency	Foreign Currency	Amount in INR	Currency	Foreign Currency	Amount in INR
Sundry Creditors					
USD	6,602	336,871	USD	2,615	122,905
JPY	-	-	JPY	485,399	256,877
	6,602	336,871		488,014	379,782
Receivables					
USD	1,611	81,328	USD	2,608	116,989
EUR	-	-	EUR	-	-
	1,611	81,328		2,608	116,989

Apart from the aforementioned foreign liability exposure, the Company does not have any foreign currency exposure outstanding as at March 31, 2012 .

- 42** The details of purchases and redemption of investments for the period ended March 31, 2012 and year ended December 31, 2010 are as follows:

Particulars	For the period ended March 31, 2012		
	Face value	No. of Units	Amount (₹ 000)
Purchases			
Long Term Investments			
In Equity Shares			
MHTC Logistics Private Limited	10	200,000	343,000
Transindia Logistic Park Private Limited	10	8,400	555,240
Gujarat Integrated Maritime Complex Private Limited	10	45,000	530,000
			1,428,240
In Preference Shares			
Hindustan Cargo Limited	100	147,975	221,963
Allcargo Shipping Co. Private Limited	100	73,930	369,650
AGL Warehousing Private Limited	100	149,420	373,550
			965,163
Current Investments			
In Mutual Funds			
Axis MF Treasury Advantage SIP Growth	10	45,561	52,433
Axis Liquid Fund Inst Growth	10	38,328	40,799
Birla Sun Life Cash Manager Institutional Dividend	10	712,268	71,248
Birla Sun Life Cash Manager Institutional Growth	10	3,303,289	121,200
Birla Sun Life Saving Fund Inst - Growth	10	9,744,144	170,000
Birla Sunlife FRF Longterm Inst Growth	10	1,040,744	130,000
BNP Paribas - Overnight Fund	10	21,987,634	21,988
Birla Sun Life Short Term FMP Series 29 Growth	10	5,000,000	50,000
TFLG TATA Floater Fund - Growth	10	709,712	10,201
IDFC Money Manger Fund	10	2,053,943	31,691
DSP Blackrock 3M FMP	10	5,000,000	50,000
DSP Blackrock Strategic Bond Inst Growth	10	50,933	62,300
DWS Cash Opportunities Fund RP Dividend	10	2,010,288	20,157
DWS Cash Opportunities Fund RP Growth	10	1,415,308	20,000
DWS Money Plus Fund Inst Plan Growth	10	11,774,709	121,468
DWS Treasury Fund Cash Inst plan Growth	10	28,597,871	313,119

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Particulars	For the period ended March 31, 2012		
	Face value	No. of Units	Amount (₹ 000)
DWS Treasury Fund Investment INST Dividend	10	5,304,276	53,264
DWS Treasury Fund Investment INST Growth	10	4,413,504	53,000
DWS ultra Short Fund Dvd	10	4,978,008	49,869
DWS Ultra Short Term Fund Growth	10	11,597,204	138,369
DWS Cash Opportunities Fund - Regular Plan Growth	10	2,830,525	40,316
DWS Treasury Fund Investment - Institutional Plan Growth	10	8,826,424	106,535
Edelweiss Fixed Maturity Plan - Series 5 (91 Days) - Growth Plan	10	12,033,291	120,333
Edelweiss Fixed Maturity Plan 91 Days FMP	10	4,033,301	40,333
Edelweiss Liquid Fund	10	9,770,014	100,000
Edelweiss Ultra Short Term Bond Fund Growth	10	14,377,715	180,000
Fidelity Cash Fund SI Growth	10	12,052,305	160,000
ICICI Prudential MF FRP Growth	10	322,376	50,000
IDFC Cash Fund SI Plan C Growth	10	1,687,611	20,186
IDFC Saving Advantage Fund Growth	10	1,687,611	20,032
J.M.Money Manager Fund Regular plan - Growth	10	27,255,390	289,452
J.M.Money Manager Fund Super Plus plan Growth	10	20,646,270	304,400
J.M.Money Manager Fund Regular plan - Dividend	10	15,238,279	152,553
J.M.Money Manager Fund Super Plus plan - Dividend	10	5,328,225	53,310
JM Money Manager Fund Regular Plan - Growth (168)	10	29,131,485	432,078
JM Money Manager Super Plus Plan - Growth (172)	10	24,164,580	366,149
J.M.Short Term Institutional Growth	10	3,887,779	55,826
J.M.Short Term Institutional Dividend	10	2,830,655	28,326
JP Morgan India Short Term Income Fund Growth	10	93,578,372	1,017,406
J.P.Morgan India Short Term Income Fund Dividend	10	27,244,171	272,976
J.P.Morgan India Treasury SIP Dividend	10	240,587	2,414
J.P.Morgan India Treasury SIP Growth	10	25,024,000	328,770
JP Morgan India Liquid Fund - ST	10	19,096,637	242,386
Kotak Flexi Debt Scheme Inst Dvd	10	2,999,050	30,133
Kotak Flexi debt Scheme Institutional Growth	10	4,765,411	60,133
Kotak Floater Short Term - Growth	10	1,300,495	20,247
Kotak Liquid Inst Prem	10	2,570,892	50,000
L & T super Inst Plan Cumulative	10	10,576,541	142,500
L & T Ultra Short Term Fund Inst	10	631,672	10,000
Peerless Liquid Fund - Super Inst Growth	10	4,761,633	50,000
Peerless Short Term - Regular Growth	10	6,319,536	71,427
Peerless Short Term Regular Dvd	10	6,404,245	71,427
Peerless Ultra Short Term Fund SI Growth	10	74,199,466	709,624
Peerless Ultra Short term fund SI dvd	10	29,696,329	297,124
Pramerica Ultra Short Term Growth	10	36,073	40,000
Reliance Liquid Fund Cash Plan - Growth	10	8,547,356	195,055
Reliance Liquid Fund Treasury Plan	10	4,775,220	52,000
Reliance Quarterly Interval Fund - Series III Institutional Growth Plan	10	3,447,349	50,000
Reliance Money Manager	10	122,856	163,000
Religare Credit Opportunity Fund Dividend	10	2,628,408	26,292
Religare Credit Opportunity Fund Growth	10	10,442,606	123,376
Religare Ultra Short Term Fund - Inst Growth	10	243,375	349,244
Religare Ultra Short Term Fund Dividend	10	86,097	86,244
Sundaram Money Fund Institutional	10	2,006,149	40,000
Sundaram Ultra ST Fund Super Inst Growth	10	5,895,926	81,500
Tata Liquid Fund	10	46,510	52,000
Taurus Liquid Fund SI Growth	10	66,052	70,000
Taurus Short Term Bond SIP Dividend	10	36,505	55,921
Taurus Short Term Bond SIP Growth	10	86,734	155,000
Taurus Short Term Income Fund - Dividend Plan	10	113,193	208,070

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	For the period ended March 31, 2012		
	Face value	No. of Units	Amount(₹ 000)
Taurus Ultra Short Bond Fund SI Dividend	10	124,785	125,002
Taurus Ultra Short Term Bond Fund - Super Instl Growth	10	686,864	782,875
Templeton FRF Income SIP Growth	10	60,892	85,000
Templeton India Treasury MASIP	10	9,722,404	90,000
Templeton India Ultra Short Bond	10	251,702	126,200
UTI Money Market Mutual Fund	10	36,039	273,323
UTI Treasury Advanatage Fund Growth	10	124,785	51,000
			10,758,604

Sales**Current Investments****In Mutual Fund**

Axis MF Treasury Advantage SIP Growth	10	45,561	52,433
Axis Liquid Fund Inst Growth	10	38,328	41,166
Axis Mutual Fund	10	7,139	7,138
Birla Sun Life Cash Manager Institutional Dividend	10	712,268	71,248
Birla Sun Life Cash Manager Institutional Growth	10	3,303,289	121,331
Birla Sun Life Saving Fund Inst - Growth	10	9,744,144	171,610
Birla Sunlife FRF Longterm Inst Growth	10	1,040,744	131,084
Birla Sun Life Dynamic Bond Fund	10	2,539,650	40,000
BNP Paribas Overnight	10	389,785	50,000
BNP Paribas - Overnight Fund	10	21,987,634	333,597
TFLG TATA Floater Fund - Growth	10	709,712	10,215
IDFC Money Manger Fund	10	2,053,943	31,712
DSP Blackrock 3M FMP	10	5,000,000	51,197
DSP Blackrock Stratagic Bond Inst Growth	10	50,933	62,910
DWS Cash Opportunities Fund RP Dividend	10	2,010,288	20,157
DWS Cash Opportunities Fund RP Growth	10	1,415,308	20,153
DWS Money Plus Fund Inst Plan Growth	10	11,774,709	122,619
DWS Treasury Fund Cash Inst plan Growth	10	28,597,871	315,246
DWS Treasury Fund Investment INST Dividend	10	5,304,276	53,264
DWS Treasury Fund Investment INST Growth	10	4,413,504	53,234
DWS Treasury Fund Investment - Institutional Plan Growth	10	4,413,504	53,271
DWS Treasury Fund	10	5,096,241	51,216
DWS ultra Short Fund Dvd	10	4,978,008	49,869
DWS Ultra Short Term Fund Growth	10	11,597,204	140,203
Edelweiss Fixed Maturity Plan 91 Days FMP	10	4,033,301	41,238
Edelweiss Fixed Maturity Plan - Series 5 (91 Days) - Growth Plan	10	4,033,301	39,074
Edelweiss Liquid Fund	10	9,770,014	100,774
Edelweiss Ultra Short Term Bond Fund Growth	10	14,377,715	181,528
Fidelity Cash Fund SI Growth	10	12,052,305	160,827
HDFC FMP 100D	10	4,038,078	40,381
ICICI Prudential MF FRP Growth	10	322,376	50,071
IDFC Cash Fund SI Plan C Growth	10	1,687,611	20,674
IDFC Saving Advantage Fund Growth	10	1,687,611	20,186
IDFC Ultra Short Term Fund	10	1,536,900	20,157
IDFC FMP Quarterly	10	1,000,000	10,000
J.M.Money Manager Fund Regular plan - Growth	10	27,255,390	393,936
J.M.Money Manager Fund Super Plus plan Growth	10	20,646,270	305,579
J.M.Money Manager Fund Regular plan - Dividend	10	15,238,279	152,553
J.M.Money Manager Fund Super Plus plan - Dividend	10	5,328,225	53,310
JM Money Manager Fund Regular Plan - Growth (168)	10	27,255,390	391,637
J.M.Short Term Institutional Growth	10	3,887,779	57,251
J.M.Short Term Institutional Dividend	10	2,830,655	28,326
JP Morgan India Short Term Income Fund Growth	10	93,578,372	1,028,424

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SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	For the period ended March 31, 2012		
	Face value	No. of Units	Amount(₹ 000)
J.P.Morgan India Short Term Income Fund Dividend	10	27,244,171	272,959
J.P.Morgan India Treasury SIP Dividend	10	240,587	2,414
J.P.Morgan India Treasury SIP Growth	10	25,024,000	330,434
JP Morgan India Liquid Fund - ST	10	19,096,637	242,447
JP Morgan India Liquid	10	5,111,428	51,154
Kotak Flexi Debt Scheme Inst Dvd	10	2,999,050	30,133
Kotak Flexi debt Scheme Institutional Growth	10	4,765,411	60,303
Kotak Floater Short Term - Growth	10	1,300,495	20,629
Kotak Liquid (Institutional Premium)		2,570,892	48,440
Kotak Liquid Inst Prem	10	2,570,892	50,601
Kotak Floater Short Term	10	1,300,495	20,247
Kotak Quarterly Interval Plan	10	2,801,837	31,128
L & T super Inst Plan Cumulative	10	10,576,541	142,868
L & T Ultra Short Term Fund Inst	10	631,672	10,201
LIC MF Income Plus Fund	10	4,456	45
LIC MF Liquid Fund	10	7,446,727	81,765
Peerless Liquid Fund - Super Inst Growth	10	4,761,633	50,872
Peerless Short Term - Regular Growth	10	6,319,536	71,705
Peerless Short Term Regular Dvd	10	6,404,245	71,427
Peerless Ultra Short Term Fund SI Growth	10	74,199,466	715,866
Peerless Ultra Short term fund SI dvd	10	29,696,329	297,124
Pramerica Ultra Short Term Growth	10	36,073	40,153
Reliance Liquid Fund Cash Plan - Growth	10	8,547,356	198,300
Reliance Liquid Fund Treasury Plan	10	4,775,220	52,388
Reliance Money Manager	10	122,856	163,788
Reliance Equity opportunities Fund	10	435,645	4,500
Reliance Liquid Fund - Cash Plan	10	6,430,438	100,000
Religare Credit Opportunity Fund Dividend	10	2,628,408	26,292
Religare Credit Opportunity Fund Growth	10	10,442,606	124,930
Religare Ultra Short Term Fund - Inst Growth	10	243,375	351,087
Religare Ultra Short Term Fund Dividend	10	86,097	86,244
Sundaram Money Fund Institutional	10	2,006,149	40,272
Sundaram Ultra ST Fund Super Inst Growth	10	5,895,926	81,807
Sundaram Money Fund	10	2,006,149	38,752
Tata Liquid Fund	10	46,510	52,013
Taurus Liquid Fund SI Growth	10	66,052	70,190
Taurus Short Term Bond SIP Dividend	10	36,505	55,937
Taurus Short Term Bond SIP Growth	10	86,734	156,705
Taurus Short Term Income Fund - Dividend Plan	10	86,734	154,458
Taurus Ultra Short Bond Fund SI Dividend	10	124,785	125,002
Taurus Ultra Short Term Bond Fund - Super Instl Growth	10	686,864	790,386
Templeton FRF Income SIP Growth	10	5,821,026	85,453
Templeton India Treasury MASIP	10	60,892	90,209
Templeton India Ultra Short Bond	10	9,722,404	125,599
TFLG TATA Floater Fund - Growth	10	4,277,626	61,110
UTI Money Market Mutual Fund	10	251,702	275,751
UTI Money Market Fund	10	56,926	61,222
UTI Treasury Advanatage Fund Growth	10	36,039	51,325
			11,217,434

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	For the period ended December 31, 2010		
	Face value	No. of Units	Amount (₹ 000)
Purchase			
Current Investments			
In Mutual Funds			
Religare Credit Opportunities Fund - Institutional Growth	10	2,922,524	30,000
Religare Ultra Short Term Fund - Institutional Growth	10	11,785,319	150,000
Axis Liquid Fund IP	1000	216,745	226,932
Reliance Medium Term Fund - Retail Plan - Growth	10	9,322,762	180,000
DWS Treasury Fund Cash Institutional	10	63,365,510	208,146
LIC MF Liquid Fund	10	15,245,700	262,868
LIC MF Saving Plus Fund	10	60,178,454	888,080
Fortis Money Plus Fund	10	14,936,729	210,000
Birla Sunlife Ultra Short Term Fund - Institutional Growth	10	27,168,408	300,000
Birla Sunlife Cash Plus IP	10	10,065,576	150,681
J P Morgan India Treasury Fund	10	17,292,158	210,748
JP Morgan India Liquid Fund - SIP	10	12,443,416	151,822
Kotak Floater Long Term	10	6,757,350	100,000
Kotak Liquid (Institutional Premium)	10	7,864,874	150,225
Kotak Floater Short Term	10	4,817,389	75,000
Templeton India Ultra Short Bond Fund Super Inst	10	21,145,255	253,606
ICICI Prudential Ultra Short Term Plan Premium Plus Growth	10	14,490,514	150,000
SBNPP Ultra ST Fund Super Inst.Growth	10	7,954,753	100,000
Fidelity Ultra Short Term Debt Fund Super Institutional	10	8,290,705	100,000
Fidelity Cash Fund SP	10	7,883,901	100,438
JM MONEY MANAGER FUND - SUPER PLUS PLAN	10	9,978,301	130,000
JM High Liquidity Fund IP	10	3,354,962	50,000
TFLG TATA Floater Fund - Growth	10	6,478,781	92,194
Reliance Quarterly Interval Fund IG Series III	10	1,575,175	20,000
Reliance Medium Term Fund - Retail Plan	10	2,067,344	40,000
Reliance Quarterly Interval Fund IG Series II	10	1,564,321	20,000
ICICI Prudential Flexible Plan Premium Growth	100	345,132	60,000
IDFC Money Manger Fund	10	1,336,228	20,000
HDFC High Interest Fund Short	10	2,134,791	40,000
HDFC FMP 35D	10	2,032,000	20,320
HDFC Cash Management Fund	10	1,954,432	40,000
HDFC FMP 35D August 2010	10	2,000,000	20,000
HDFC FMP 35D Sept 2010	10	2,014,540	20,145
Birla Sun Life Dynamic Bond Fund	10	2,539,650	40,000
HDFC FMP 100D September 2010 (5) - Growth - Series XIV	10	4,038,079	40,381
IDFC Ultra Short Term Fund Growth	10	1,536,900	20,157
IDFC FMP Quarterly Series 60 Growth	10	1,000,000	10,000
Kotak Quarterly Interval Plan Series 10	10	2,801,837	31,128
JP Morgan India Treasury	10	4,995,554	50,000
JP Morgan India Liquid	10	5,001,996	50,059
LIC MF Saving Plus	10	8,000,000	80,000
LIC MF Liquid Fund	10	7,293,188	80,080
DWS Treasury Fund	10	4,975,273	51,216
Canara Robeco	10	33,655	418
Fortis Money Plus	10	23,040	230
HDFC Cash Management	10	90,144	904
Templeton Fund	10	71,354,471	21,077
Pipavav Shipyard Limited	10	484,000	19,826
Sundaram Money Fund	10	2,006,149	40,000
BNP Paribas Overnight	10	20,826,273	300,671
UTI Money Market Fund	1000	56,926	61,223
Reliance Liquid Fund - Cash Plan	10	6,430,438	100,000
BSL Interval Income Fund	10	2,000,000	20,000
			5,588,775

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Particulars	For the period ended December 31, 2010		
	Face value	No. of Units	Amount (₹ 000)
Sales			
Long Term Investments			
In Equity Shares			
South Asia Terminal Private Limited	10	3,197,250	31,972
			31,972
Current Investments			
In Mutual Funds			
Religare Credit Opportunities Fund - Institutional Growth	10	2,922,524	30,555
Religare Ultra Short Term Fund - Institutional Growth	10	11,785,319	150,494
Axis Liquid Fund IP	1000	171,417	180,565
Reliance Medium Term Fund - Retail Plan - Growth	10	9,322,762	180,238
DWS Treasury Fund Cash Institutional	10	4,816,677	50,684
LIC MF Interval Fund	10	13,365,510	161,223
LIC MF Liquid Fund	10	15,245,700	263,146
LIC MF Saving Plus Fund	10	60,178,454	892,333
Fortis Money Plus Fund	10	31,116,244	436,534
Birla Sunlife Ultra Short Term Fund - Institutional Growth	10	27,168,408	301,812
Birla Sunlife Cash Plus IP	10	10,065,576	152,150
J P Morgan India Treasury Fund	10	17,292,158	210,836
JP Morgan India Liquid Fund - SIP	10	12,443,416	152,854
Kotak Floater Long Term	10	16,246,236	238,156
Kotak Liquid (Institutional Premium)	10	5,293,982	100,750
Kotak Floater Short Term	10	3,516,894	55,000
Templeton India Ultra Short Bond Fund Super Inst	10	39,246,680	468,836
ICICI Prudential Ultra Short Term Plan Premium Plus Growth	10	14,490,514	150,862
SBNPP Ultra ST Fund Super Inst.Growth	10	7,954,753	100,399
Fidelity Ultra Short Term Debt Fund Super Institutional	10	8,290,705	100,438
Fidelity Cash Fund SP	10	7,883,901	101,940
JM MONEY MANAGER FUND - SUPER PLUS PLAN	10	9,978,301	131,039
JM High Liquidity Fund IP	10	3,354,962	50,294
TFLG TATA Floater Fund - Growth	10	2,201,155	31,128
Reliance Quarterly Interval Fund IG Series III	10	1,575,175	20,356
Reliance Medium Term Fund - Retail Plan	10	2,067,344	40,146
Reliance Quarterly Interval Fund IG Series II	10	1,564,321	20,327
ICICI Prudential Flexible Plan Premium Growth	10	345,132	60,440
IDFC Money Manger Fund	10	1,336,228	20,077
HDFC High Interest Fund Short	10	2,134,791	40,384
HDFC FMP 35D	10	2,032,000	20,472
HDFC Cash Management Fund	10	1,954,432	40,418
HDFC FMP 35D August 2010	10	2,000,000	20,145
HDFC FMP 35D Sept 2010	10	2,014,540	20,275
JP Morgan India Treasury	10	8,128,056	81,353
LIC MF Saving Plus	10	8,007,994	80,080
Canara Robeco	10	2,104,754	26,114
Fortis Money Plus	10	1,050,051	10,504
HDFC Cash Management	10	4,157,920	41,710
Templeton Fund	10	9,232,892	92,431
Pipavav Shipyard Limited		484,000	24,214
BNP Paribas Overnight	10	17,436,488	253,155
Reliance Money Manager Fund - Institutional	1000	81,614	101,418
LIC MF Income Plus Fund	10	8,294,831	103,171
LIC MF Floating Rate Fund	10	13,562,851	207,704
BSL Interval Income Fund	10	2,000,000	20,156
			6,037,316

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43 During the previous year, the Company has re - assessed the estimated useful life of cranes from January 1, 2010. If the Company had continued with the old estimate of useful life of cranes, the depreciation and the profit before tax and exceptional items for the previous year would have been ₹ 648,380 thousand and ₹ 1,202,731 thousand respectively.

44 a) Loans and Advances include ₹ 882,113 (Previous Year ₹ 1,684,468) due from companies under the same management as defined under Section 370 (1B) of the Act:

(₹ '000)

Sr. No.	Name of the company	Balance as at		Maximum outstanding during the year	
		March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010
1	Allcargo Shipping Co. Private Limited	2,019	370,968	433,191	371,698
2	Allcargo Logistics Park Private Limited	20,398	-	88,910	6
3	Southern Terminal & Trading Private Limited	1,850	45,536	106,313	45,536
4	AGL Warehousing Private Limited	1,128	348,874	375,111	348,874
5	Allcargo Belgium N.V	507,799	591,440	604,387	591,655
6	Contech Transport Services Private Limited .	158,309	125,511	269,686	127,238
7	Asia Line Limited	15,311	45,285	45,348	90,349
8	ECU Line (India) Private Limited	33	29	33	29
9	Hindustan Cargo Limited	9,652	112,869	232,013	126,664
10	Allcargo Belgium N.V (group)	11,853	18,542	11,853	18,542
11	Transindia Logistic Park Private Limited	2,336	-	164,216	-
12	Amfin Consulting Private Limited	2,870	-	2,870	-
13	MHTC Logistics Private Limited	35,480	-	35,628	-
14	South Asia Terminals Private Limited	101,875	14,214	93,200	145,613
15	Comptech Solutions Private Limited	11,200	11,200	11,200	11,200
Total		882,113	1,684,468		

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

(₹ '000)

Name of the company	Balance as at March 31, 2012	Balance as at December 31, 2010
Ecu International Far East Private Limited	11,310	-
South Asia Terminals Private Limited	14,542	12,646
Allcargo Belgium NV group	3,678	97,992
Contech Transport Services Private Limited	9,203	3,684
Hindustan Cargo Limited	20,964	4,512
Transindia Logistic Park Private Limited	141	-
Asia Line Limited	34,632	220
Total	94,470	119,054

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

45 On April 8, 2011, one of the office premises of the Company, located on the 5th and 6th floors of Diamond Square, Kalina, Santacruz East was damaged by fire. The Company had filed a claim with the insurers, who have appointed surveyors to assess the extent of damage / loss to the assets located in the premises damaged by the fire. The claim is under process and accordingly pending finalisation of the claim amount, the loss incurred on account of the fire in the current year aggregating to ₹ 1,005 thousand has been charged to the Profit and Loss Account.

46 a) Proposed Merger of MHTC Logistics Private Limited with the Company:

The Company acquired 100% equity stake of MHTC Logistics Private Limited ('MHTC') during the period under review. MHTC is engaged in the business of Project Logistics and Freight Forwarding. Considering the business synergy existing in the Project Logistics business of the Company and MHTC, the Board of Directors of both the companies thought it prudent in the best interest of both the companies to de - merge the Project Logistics business of MHTC in favour of the Company. Accordingly, the Board of Directors of the Company at its meeting held on February 14, 2012 approved de-merger of the Project Logistics business of MHTC in favour of the Company with effect from April 1, 2012 in accordance with provisions of Section 391 to 394 read with Section 78, 100 to 103 of the Companies Act, 1956.

The Scheme of Arrangement comprising of de-merger of the Project Logistics business duly approved by the Board of Directors of both the companies shall be subject to further approval by the Members and Creditors of both the companies and the approval by the Hon'ble Bombay High Court, as such, no impact of the merger is given in the above financial statements.

b) Proposed Demerger of NVOCC Business:

In the meeting held during February 14, 2012, the Board of Directors of the Company has discussed the de-merger of the NVOCC business of the Company and has constituted a Committee of Directors to advise the Board of Directors on determination of the valuation of the said business and suggest share entitlement ratio, formulation of scheme of the arrangements and matters incidental or related thereto. The said committee till date has not concluded on the valuation of the business and resulting scheme of de-merger, as such, no impact of the same is given in the above financial statements.

47 PRIOR YEAR COMPARATIVES

The figures for the previous year (12 months) are strictly not comparable to those of the current period, which comprises 15 months and have been regrouped/ rearranged as necessary to conform to current period's presentation.

(₹ '000)			
FSA	Old Caption	New Caption	Amount
Loans and Advances	Advance Recoverable in cash or in kind	Deposits	161,110
	Advance Recoverable in cash or in kind	Unbilled Revenue	83,462
	Advance Recoverable in cash or in kind	Inter Corporate Deposits	300,000
	Advance Recoverable in cash or in kind	Advance towards Share Application Money	533,500
	Advance Recoverable in cash or in kind	CWIP - Fixed Assets	16,703
	Dues from Subsidiaries	Debtors	4,349
	Dues from Subsidiaries	Advances to Subsidiaries	45,736
	Shown on the face of BS	Interest Accrued	1,965
	Advance Tax (Net of Provisions) shown net	Advance Tax (Net of Provisions)	88,213

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENTS

FSA	Old Caption	New Caption	Amount
Current Liabilities	Sundry Creditors	Sundry Creditors - Dues of Micro, Small and Medium Enterprises	6
	Other Liabilities	Sundry Creditors - Others	528,900
	Other Liabilities	Interest Accrued but not Due	33,656
	Other Liabilities	Income Received in Advance	1,850
	Other Liabilities	Security Deposit	33,252
Provisions	Advance Tax (Net of Provisions)	Provision for Taxation (Net of Advance Tax)	88,213
Administration Expenses	Other Expenses	Office Expenses	26,591
	Other Expenses	Bad Debts/Advances Written Off	2,289
	Rent, Rates and Taxes	Other Operational Cost	6,778
	Rent, Rates and Taxes	Rent	56,939
	Rent, Rates and Taxes	Rates and Taxes	5,700
Other Income	Management Fees	Warehouse Income	1,500
	Rent	Warehouse Income	11,246
	Business Support Charges	Warehouse Income	6,880

For Appan & Lokhandwala Associates

Chartered Accountants
Firm Registration No. 117040W

For B S R & Co.

Chartered Accountants
Firm Registration No. 101248W

For and on behalf of the Board

Shashi Kiran Shetty
Chairman & Managing Director

Keki Elavia
Director

M. Subramanian

Partner
Membership No.111106

Vijay Bhatt

Partner
Membership No.036647

S.Suryanarayanan

Director Finance

Shailesh Dholakia

Company Secretary

Place : Mumbai
Dated : May 30, 2012

Place : Mumbai
Dated : May 30, 2012

STANDALONE FINANCIAL STATEMENTS

INFORMATION REQUIRED AS PER PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956

I REGISTRATION DETAILS

Registration No. State Code

Balance Sheet Date

II CAPITAL RAISED DURING THE YEAR (₹ in 000 s)

Public Issue

Bonus Issue

Rights Issue

Private Placement

III POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (₹ in 000 s)

Total Liabilities

Source of Funds

Paid - up Capital

Secured Loans

Application of Funds

Net Fixed Assets

Net Current Assets

Accumulated Profit

Total Assets

Reserves and Surplus

Unsecured Loans

Investments

Miscellaneous Expenditure

IV PERFORMANCE OF THE COMPANY

Turnover

Profit Before Tax

Earning Per Share

Total Expenditure

Profit After Tax

Dividend Rate %

V GENERIC NAMES OF PRINCIPAL PRODUCTS / SERVICES OF THE COMPANY (AS PER MONETARY TERMS) DETAILS

Item Code No. (ITC Code)

Product Description

For and on behalf of the Board

Shashi Kiran Shetty
Chairman & Managing Director

Keki Elavia
Director

S.Suryanarayanan
Director Finance

Shailesh Dholakia
Company Secretary

Place : Mumbai
Dated : May 30, 2012



AUDITORS' REPORT

To,
The Board of Directors of
Allcargo Logistics Limited
(Formerly known as Allcargo Global Logistics Limited)

We have audited the attached consolidated Balance Sheet of **Allcargo Logistics Limited** (formerly known as *Allcargo Global Logistics Limited*) ('the Company') and its subsidiaries, associates and joint ventures (collectively called 'the Group') as at March 31, 2012, the consolidated profit and loss account and the consolidated cash flow statement for the fifteen months period ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. We did not audit the financial statements and other financial information of certain subsidiaries. The financial statements of these subsidiaries for the period ended March 31, 2012 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 subsidiaries, is based solely on these reports. The attached consolidated financial statements include assets of ₹ 4,820,329 thousand as at March 31, 2012, revenues of ₹ 14,281,467 thousand and cash inflows amounting to ₹ 12,895 thousand in respect of the aforementioned subsidiaries for the period then ended.
2. The financial statements of certain subsidiaries and joint ventures for the period ended March 31, 2012 have been audited by one of the joint auditors, Appan & Lokhandwala Associates, Chartered Accountants. The attached consolidated financial statements include assets of ₹ 2,513,045 thousand as at March 31, 2012, revenues of ₹ 816,180 thousand and cash outflows amounting to ₹ 85,671 thousand in respect of the aforementioned subsidiaries and joint ventures for the period then ended.
3. The financial statements of certain subsidiaries for the period ended March 31, 2012 have been audited by one of the joint auditors, B S R & Co., Chartered Accountants. The attached consolidated financial statements include assets of ₹ 3,732,428 thousand as at March 31, 2012, revenues of ₹ 10,999,666 thousand and cash inflows amounting to ₹ 55,807 thousand in respect of the aforementioned subsidiaries for the period then ended.
4. We have relied on the unaudited financial statements of the subsidiaries and associates whose financial statements reflect total assets of ₹ 1,515,933 thousand as at March 31, 2012, total revenue of ₹ 6,903,934 thousand and cash inflows amounting to ₹ 1,199 thousand for the period ended March 31, 2012. These unaudited financial statements as approved by the respective Board of Directors of these companies have been furnished to us by the management, and our report in so far as it relates to the amounts included in respect of the subsidiaries is based solely on such approved financial statements.

The consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard 21 - Consolidated Financial Statements, Accounting Standard 23 - Accounting for Investment in Associates in Consolidated Financial Statements and Accounting Standard 27 - Financial Reporting of Interest in Joint Ventures, prescribed by 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.

5. *As more fully explained in note no. 30 to the consolidated financial statements, the Company has paid remuneration aggregating to ₹ 37,726 thousand (previous year: ₹ 24,340 thousand) for the period from January 1, 2011 to March 31, 2012 to relatives of certain directors, which is subject to approval of the Central Government as per the requirements of section 314 of the Companies Act, 1956. The Company has made necessary application in respect of the same*
6. Based on our audit as aforesaid, and on consideration of reports of other auditors and accounts approved by the Board of Directors as explained in paragraphs 1, 2, 3 and 4 above, and to the best of our information and, *subject to the effect of the matter included in the paragraph 5 above*, 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, 2012;
 - (ii) in the case of the consolidated profit and loss account, of the profit of the Group for the year ended on that date; and
 - (iii) in the case of the consolidated cash flow statement, of the cash flows of the Group for the year ended on that date.

For Appan & Lokhandwala Associates

Chartered Accountants
Firm's Registration No: 117040W

For B S R & Co.

Chartered Accountants
Firm's Registration No: 101248W

M.Subramanian

Partner
Membership Number: 111106

Vijay Bhatt

Partner
Membership No: 036647

Place : Mumbai
Dated : May 30, 2012

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2012

(₹ in 000's)

Particulars	Schedule	As at March 31, 2012	As at December 31, 2010
SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
Share Capital	1	261,085	261,334
Share Application Money Pending Allotment		-	19
Employees' Stock Options Outstanding	2	8,684	12,299
Reserves and Surplus	3	14,629,334	11,538,511
		14,899,103	11,812,163
MINORITY INTEREST		311,327	262,464
LOAN FUNDS	4		
Secured Loans		6,966,942	3,774,070
Unsecured Loans		711,200	3,500
		7,678,142	3,777,570
DEFERRED TAX LIABILITY (Net) (Refer Schedule 39)		753,035	408,058
TOTAL		23,641,607	16,260,255
APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block	5	16,952,254	10,429,323
Less: Accumulated Depreciation / Amortisation		3,818,062	2,338,165
Net Block		13,134,192	8,091,158
Capital Work in Progress (including Capital Advances of ₹ 32,845 thousand Previous Year ₹ 10,703 thousand)		896,520	559,445
		14,030,712	8,650,603
INVESTMENTS	6	497,759	1,319,173
GOODWILL ON CONSOLIDATION		4,579,784	3,391,369
CURRENT ASSETS, LOANS AND ADVANCES			
A. Current Assets			
Inventories		125,020	69,886
Sundry Debtors	7	3,575,393	2,528,078
Unbilled Revenue		423,369	86,112
Cash and Bank Balances	8	1,344,052	1,429,811
B. Loans and Advances	9	3,715,095	3,158,923
		9,182,929	7,272,810
CURRENT LIABILITIES AND PROVISIONS			
Current Liabilities	10	4,311,598	3,853,333
Provisions	11	337,979	543,161
		4,649,577	4,396,494
Net Current Assets		4,533,352	2,876,316
MISCELLANEOUS EXPENDITURE	12	-	22,794
(to the extent not written off or adjusted)			
TOTAL		23,641,607	16,260,255
Significant Accounting Policies	24		
Schedules Forming Part of the Consolidated Financial Statements	25 - 45		
(The schedules referred to above form an integral part of the Balance Sheet)			

As per our report of even date

For Appan & Lokhandwala Associates

Chartered Accountants

Firm Registration No. 117040W

For B S R & Co.

Chartered Accountants

Firm Registration No. 101248W

For and on behalf of the Board

Shashi Kiran Shetty

Chairman & Managing Director

Keki Elavia

Director

M. Subramanian

Partner

Membership No.111106

Vijay Bhatt

Partner

Membership No.036647

S.Suryanarayanan

Director Finance

Shailesh Dholakia

Company Secretary

Place : Mumbai

Dated : May 30, 2012

Place : Mumbai

Dated : May 30, 2012

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE FIFTEEN MONTHS ENDED MARCH 31, 2012

(₹ in 000's)

Particulars	Schedule	For Fifteen Months Ended March 31, 2012	For the Year Ended December 31, 2010
INCOME			
Service Income	13	42,711,462	28,632,995
Other Income	14	533,772	266,351
		43,245,234	28,899,346
EXPENDITURE			
Multimodal Transport Operation Expenses	15	21,582,619	15,938,029
Container Freight Station Expenses	16	1,231,554	764,734
Project & Engineering Solutions Expenses	17	2,551,102	1,890,809
Vessel Operating Expenses	18	437,505	37,706
Other Operational Costs	19	2,776,951	1,431,940
Employee Costs	20	6,103,644	3,972,782
Administrative and Selling Expenses	21	2,824,709	1,879,287
Interest	22	683,196	194,450
Depreciation / Amortisation	5	1,336,992	549,901
Preliminary Expenses Written Off		1,853	598
		39,530,125	26,660,236
PROFIT BEFORE TAXATION AND EXCEPTIONAL ITEMS		3,715,109	2,239,110
Exceptional Items	23	(4,425)	(42)
NET PROFIT BEFORE TAXATION		3,710,684	2,239,068
PROVISION FOR TAXATION			
Current Tax			
For Earlier Years		831,868	527,510
For Current Period		(251)	(3,906)
Deferred Tax		357,162	221,416
MAT Credit		(455,190)	(265,277)
Wealth Tax		154	330
		733,743	480,073
NET PROFIT BEFORE SHARE OF PROFIT OF ASSOCIATES AND SHARE OF PROFIT/LOSS OF MINORITY INTEREST		2,976,941	1,758,995
Less: Profit Attributable to Minority Interest		(141,146)	(99,782)
Add: Share of Profit of Associates		9,456	-
NET PROFIT AFTER SHARE OF PROFIT OF ASSOCIATES AND SHARE OF PROFIT/LOSS OF MINORITY INTEREST		2,845,251	1,659,213
Balance brought forward from Previous Year		4,334,875	3,259,333
Profit Available for Appropriation		7,180,126	4,918,546
APPROPRIATION:			
Dividend Paid		129,240	68,090
Tax on Dividend		21,178	11,320
Proposed Dividend		65,274	326,323
Tax on Proposed Dividend		10,589	52,938
Tonnage Tax Reserves		15,236	-
Transfer to General Reserve		193,000	125,000
Surplus Carried to Balance Sheet		6,745,610	4,334,875
		7,180,126	4,918,545
EARNINGS PER SHARE OF FACE VALUE OF ₹ 2/- EACH BEFORE EXCEPTIONAL ITEMS			
Basic		21.8	12.9
Diluted		21.8	12.9
EARNINGS PER SHARE OF FACE VALUE OF ₹ 2/- EACH AFTER EXCEPTIONAL ITEMS			
Basic		21.8	12.9
Diluted		21.8	12.9
Significant Accounting Policies	24		
Schedules Forming Part of the Consolidated Financial Statements	25 - 45		
The schedules referred to above form an integral part of the Balance Sheet			

As per our report of even date

For Appan & Lokhandwala Associates

Chartered Accountants

Firm Registration No. 117040W

For B S R & Co.

Chartered Accountants

Firm Registration No. 101248W

For and on behalf of the Board**Shashi Kiran Shetty**

Chairman & Managing Director

Keki Elavia

Director

M. Subramanian

Partner

Membership No.111106

Vijay Bhatt

Partner

Membership No.036647

S.Suryanarayanan

Director Finance

Shailesh Dholakia

Company Secretary

Place : Mumbai

Dated : May 30, 2012

Place : Mumbai

Dated : May 30, 2012

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED CASH FLOW STATEMENT FOR THE FIFTEEN MONTHS ENDED MARCH 31, 2012

(₹ in 000's)

Particulars	For Fifteen Months Ended March 31, 2012	For the Year Ended December 31, 2010
A. Cash Flow From Operating Activities		
Net Profit Before Tax	3,710,684	2,239,068
Adjustment for:		
Depreciation / Amortisation on Fixed Assets	1,336,992	549,901
Preliminary Expenses Written Off	-	598
Provision For Doubtful Debts	115,167	20,789
Bad Debts / Advances Written Off	188,550	29,365
Loss on Sale of Assets	-	10,081
Interest Expense	683,196	194,450
Interest Income	(95,679)	(77,252)
Dividend Income	(11,905)	(8,188)
Profit on Sale of Fixed Assets (Net)	(12,547)	(28,467)
Rental Income	(24,524)	(22,325)
Profit on Sale of Current Investments (Net)	(139,624)	(62,802)
Unrealised Foreign Exchange Loss (Net)	35,424	148,763
Employees Compensation Expenses	-	403
Operating Profit Before Working Capital Changes	5,785,734	2,994,384
Adjustment for:		
(Increase)/ Decrease in Sundry Debtors	(1,021,309)	123,792
(Increase) in Loans and Advances	(9,445)	(1,145,707)
(Increase) in Inventories	(55,129)	(42,736)
(Increase) in Unbilled Revenue	(169,449)	(119,553)
Increase / (Decrease) in Current Liabilities	(331,993)	793,066
Increase in Provisions for Retirement Benefits	88,052	14,985
Cash Generated From Operating Activities	4,286,461	2,618,231
Taxes Paid (Net of Refunds)	(929,931)	(652,607)
Net Cash Flow Generated From Operating Activities (A)	3,356,530	1,965,624
B. Cash Flow From Investing Activities		
Purchase of Fixed Assets	(6,472,653)	(4,467,234)
Purchase Consideration Paid on Acquisition of Interests In Subsidiaries	(710,090)	(108,296)
Proceeds From Sale of Fixed Assets	481,568	42,497
Proceeds From Sale of Current Investments (Net)	1,014,376	379,871
Inter - Company Deposits Given	(700,000)	(200,000)
Inter - Company Deposits Realised	830,000	500,000
Rent Received	24,524	22,325
Dividend Received	11,905	8,188
Interest Income	85,820	76,725
Net Cash Used In Investing Activities (B)	(5,434,550)	(3,745,924)
C. Cash Flow From Financing Activities		
Proceeds from Long Term Borrowings	4,568,729	2,053,223
Repayment of Long Term Borrowings	(1,559,685)	(345,986)
Preliminary Expenses Incurred	-	(22,794)
Issue of Equity Shares	35	1,046,610
Share Issue Expenses	(2,000)	(51,107)
Share Application Money Pending Allotment	-	19
Overdraft Taken (Net)	39,061	-

CONSOLIDATED CASH FLOW STATEMENT FOR THE FIFTEEN MONTHS ENDED MARCH 31, 2012

(₹ in 000's)

Particulars	For Fifteen Months Ended March 31, 2012	For the Year Ended December 31, 2010
Interest Paid	(555,668)	(194,450)
Dividend and Dividend Tax Paid	(529,592)	(87,324)
Payment of Dividend to Minority Interest Group	(127,087)	(37,376)
Net Cash Flow From Financing Activities (C)	1,833,793	2,360,815
Net Increase / (Decrease) in Cash And Cash Equivalent (A+B+C)	(244,227)	580,515
Opening Balance of Cash and Cash Equivalents (Refer Note 3 below)	1,429,811	916,364
Add/(Less): Exchange Difference on Translation of Foreign Currency Cash and Cash Equivalents on Opening Cash and Cash Equivalents	158,468	(67,068)
Closing Balance of Cash and Cash Equivalents (Refer Note 4 below)	1,344,052	1,429,811
	(244,227)	580,515
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 period ended comprises:		
Cash on Hand	25,261	26,188
<u>Balances with Scheduled Banks</u>		
Current Accounts	1,261,912	1,250,444
Fixed Deposit Accounts	45,343	22,732
Exchange Earner's Foreign Currency Account	1,119	150
Dividend Account	226	139
	1,333,861	1,299,653
Group Share in Joint Ventures	10,191	130,158
	1,344,052	1,429,811
3) Cash and Cash Equivalent for the beginning of the previous year includes ₹ 824 thousand on account of merged entity into the Company.		
4) Cash and Cash Equivalent includes ₹ 79,832 thousand on account of companies acquired during the period.		

As per our report of even date

For Appan & Lokhandwala Associates

Chartered Accountants

Firm Registration No. 117040W

For B S R & Co.

Chartered Accountants

Firm Registration No. 101248W

For and on behalf of the Board**Shashi Kiran Shetty**

Chairman & Managing Director

Keki Elavia

Director

M. Subramanian

Partner

Membership No.111106

Vijay Bhatt

Partner

Membership No.036647

S.Suryanarayanan

Director Finance

Shailesh Dholakia

Company Secretary

Place : Mumbai

Dated : May 30, 2012

Place : Mumbai

Dated : May 30, 2012

CONSOLIDATED FINANCIAL STATEMENTS

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

					(₹ in 000's)
Schedule	Particulars	As at March 31, 2012	As at December 31, 2010		
1	SHARE CAPITAL				
	Authorised Capital				
	175,000,000 (Previous Year 175,000,000) Equity Shares of ₹ 2/- each	350,000	350,000		
	5,000 (Previous Year 5,000) 13% Non - cumulative Redeemable Preference Shares of ₹ 100/- each	500	500		
	5,000 (Previous Year Nil) 1% Non Cumulative Redeemable Preference Shares of ₹ 100/- each	500	-		
		351,000	350,500		
	Issued, Subscribed and Paid up Capital				
	130,182,494 Equity Shares of ₹ 2/- each fully paid (Previous Year 130,516,968 Equity Shares of ₹ 2/- each) (Refer Schedule 41)	260,365	261,034		
	(Out of the above Equity Shares, 3,604 (Previous year 8,738) Equity Shares of ₹ 2/- each fully paid up, are allotted as bonus shares by capitalisation of securities premium account.)				
	3,000 13% Non Cumulative Reedemable Preference Shares of ₹ 100/- each fully paid (Previous Year 3,000 13% Non Cumulative Reedemable Preference Shares of ₹ 100/- each)	300	300		
	4,196, 1% Non Cumulative Redeemable Preference Shares of ₹ 100/- each fully paid	420	-		
		261,085	261,334		
2	EMPLOYEES STOCK OPTION OUTSTANDING				
	Balance as per last Balance Sheet	12,299	17,109		
	Less:Employee Stock Option exercised during the period	3,615	4,577		
	Less:Employee Stock Option lapsed during the period	-	233		
		8,684	12,299		
3	RESERVES AND SURPLUS	(₹ in 000 s)			
	Particulars	As at December 31, 2010	Additions/ Adjustments	Deductions	As at March 31, 2012
	1 Securities Premium Account	5,417,630	3,616	2,007	5,419,239
		4,428,962	1,039,793	51,125	5,417,630
	2 General Reserves	1,151,457	248,560	6,277	1,393,740
		1,046,674	125,000	20,217	1,151,457
	3 Exchange Translation Reserve	(56,333)	323,556	-	267,223
		87,092	-	143,425	(56,333)
	4 Revaluation Reserve	10,270	-	10,270	-
		3,191	7,079	-	10,270
	5 Tonnage Tax Reserves	-	15,236	-	15,236
		-	-	-	-
6 Capital Redemption Reserve	300	-	-	300	
	300	-	-	300	

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**3 RESERVES AND SURPLUS****(₹ in 000 s)**

Particulars	As at December 31, 2010	Additions/ Adjustments	Deductions	As at March 31, 2012
7 Capital Reserve	680,312	98,525	3,893	774,944
	<i>719,264</i>	<i>31,486</i>	<i>70,438</i>	<i>680,312</i>
				7,870,682
				<i>7,203,636</i>
8 Profit and Loss Account Balance				6,745,610
				<i>4,334,875</i>
Add:Group Share in Joint Ventures				41,540
				-
Less:Equity Shares of the Company held by wholly owned subsidiary (Refer Schedule 41)				(28,498)
				-
				14,629,334
				<i>11,538,511</i>

Figures in italics represents previous year.

Securities Premium:-

During the current period addition in securities premium is upon conversion of employee stock option amounting to ₹ 3,615 thousands. Deductions pertain to capitalisation on issue of bonus and ₹ 2,000 thousands on adjustment of share related expenses.

(During the previous year addition in securities premium is upon conversion of employee stock option amounting to ₹ 4,577 thousands and ₹ 1,035,215 thousands is receipt on issue of 5,663,105 Equity Shares of ₹ 2/- each at a premium of ₹ 182.80 per share. Deductions pertain to capitalisation on issue of bonus and ₹ 51,107 thousands on adjustment of share related expenses).

General Reserves:-

During the current period addition includes transfer from profit and loss amounting to ₹ 193,000 thousands and adjustment of ₹ 50,823 thousands for foreign subsidiaries on account of forex movement.

(During the previous year addition is on account of transfer from profit and loss amounting to ₹ 125,000 thousands and deductions of ₹ 20,184 thousands for foreign subsidiaries on account of forex movement).

Revaluation Reserves:-

During the current period deductions of ₹ 10,270 thousand is on account of forex movement.

(During the previous year addition of ₹ 7,079 thousands is on account of revaluation of fixed assets).

Tonnage Tax Reserves:-

During the current period additions of ₹ 15,236 thousands is due to creation of Tonnage Tax Reserve in one of the Indian subsidiary.

Capital Reserves:-

During the current period addition relates to forex currency movement of ₹ 95,667 thousands and deduction of ₹ 3,842 is on account of disposal or liquidation of subsidiaries.

(During the previous year addition of ₹ 31,486 is on account of acquisition/increase of interest in subsidiaries and deduction of ₹ 70,438 thousand relates to forex currency movement).

Schedule 5 - FIXED ASSETS

CONSOLIDATED FINANCIAL STATEMENTS

Description	GROSS BLOCK					DEPRECIATION / AMORTISATION					NET BLOCK	
	Opening	On Acquisitions during the period	Additions	Deduction / Adjustments during the period	Closing	Opening	On Acquisitions during the period	Additions	Deduction / Adjustments	Closing	This Period	Previous Year
A. Tangible Assets												
Freehold Land	260,928	84,659	301,278	3,507	643,358	-	-	-	-	-	643,358	260,928
Leasehold Land	551,455	2,764	-	-	554,219	50,780	580	22,964	-	74,324	479,895	500,675
Building	2,279,906	1,196	1,277,122	(121,760)	3,679,984	335,625	766	261,618	(47,969)	645,978	3,034,006	1,944,281
Leasehold Improvements	6,329	-	3,542	2,932	6,939	5,323	-	1,432	2,932	3,823	3,116	1,006
Plant and Machinery	753,020	52,517	258,687	(11,830)	1,076,054	207,280	7,568	113,959	(13,291)	342,098	733,956	545,740
Heavy Equipments	5,361,847	154,543	3,506,541	185,762	8,837,169	1,076,014	116,983	782,183	73,437	1,901,743	6,935,426	4,285,833
Other Vehicles	30,833	9,528	11,817	4,198	47,980	9,268	3,572	5,413	1,952	16,301	31,679	21,565
Office Equipments - Computers	132,238	5,902	25,846	23,998	139,988	79,672	4,966	22,427	22,029	85,036	54,952	52,566
Furnitures and Fixtures	670,677	692	166,881	(38,919)	877,169	417,257	400	93,244	(16,770)	527,671	349,498	253,420
Leasehold Improvements	-	-	11,180	-	11,180	-	-	123	-	123	11,057	-
Other Tangible Assets	40,925	-	-	(2,067)	42,992	19,199	-	4,917	(2,421)	26,537	16,455	21,726
B. Intangible Assets												
Research and Development / Licenses and Concessions	239,687	-	108,544	(35,356)	383,587	99,054	-	16,285	(4,276)	119,615	263,972	140,633
Software Packages	36,030	-	6,522	1,358	41,195	8,990	-	7,506	1,358	15,138	26,056	27,040
Leasing & Similar Rights	65,448	-	36,413	(7,404)	109,265	29,703	-	4,921	(25,026)	59,650	49,615	35,745
Group Share in Joint Ventures	-	510,176	-	-	510,176	-	25	-	-	25	510,176	-
Total	10,429,323	812,977	5,714,373	4,419	16,952,254	2,338,165	134,860	1,336,992	(8,045)	3,818,062	13,134,192	8,091,158
Previous Year	6,813,211	-	3,897,118	281,006	10,429,323	1,997,108	-	549,901	208,844	2,338,165	8,091,158	
Capital Work in Progress											805,441	559,445
Group Share in Joint Ventures											91,079	
Grand Total											14,030,712	8,650,603

1) Additions during the period includes: -

- Pursuant to the options availed by the company available under paragraph 46 of AS 11 - the effect of changes in foreign exchange rates', an adjustment aggregating ₹ 407,405 thousand and ₹ 22,738 thousand has been made to the historical cost of heavy equipments (owned and financed by long term foreign currency monetary liabilities) and accumulated depreciation respectively.
- Acquisitions include the value of fixed assets transferred on acquisition of MHTC Logistics Private Limited, Gujarat Integrated Maritime Complex Private Limited and Transindia Logitsic Park Private Limited.
- The Company has leased out Cranes & Equipments classified under Heavy Equipments for a period ranging 6 - 9 months. The Lease rental income recognised in the Profit and Loss Account is ₹ 2,776,836 thousand (P.Y ₹ 852,905 thousand). The gross value of the Assets Leased out is ₹ 8,153,604 thousand (P.Y ₹ 4,141,149 thousand). Accumulated Depreciation of the Asset Leased out is ₹ 1,648,534 thousand (P.Y ₹ 694,342 thousand). The depreciation recognised in the statement of Profit and Loss account for the Assets Leased out during the year is ₹ 721,161 thousand (P.Y ₹ 240,185 thousand)
- Deductions/Adjustments includes foreign exchange difference arising due to translation of all foregn subsidiaries fixed assets at closing exchange rate.

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in 000's)

Schedule	Particulars	As at March 31, 2012	As at December 31, 2010
4	LOAN FUNDS		
	Secured Loans (Refer Schedule 43)		
	<u>From Banks:</u>		
	Buyers' Credit	4,396,498	1,658,691
	Term Loan	1,730,806	1,600,800
	Working Capital Demand Loans	406,288	498,307
	Vehicle Finance Loans	394,140	1,656
	Bank Overdraft	39,061	-
		6,966,793	3,759,454
	<u>From Financial Institutions:</u>		
	Vehicle Finance Loans	149	14,616
		6,966,942	3,774,070
	<u>Unsecured Loans</u>		
	From Banks (Repayable within one year ₹ 628,432 thousand)	628,432	-
	From Others (Repayable within one year ₹ Nil)(Previous Year ₹ Nil)	78,085	3,500
		706,517	3,500
	Group Share in Joint Ventures	4,683	-
		7,678,142	3,777,570
6	INVESTMENTS		
I	Long Term Investments (At cost less provision for diminution value)		
	a) Trade Investments		
	In Equity Shares of Companies (Quoted, fully paid up)		
	10,000 (Previous Year 10,000) Equity Shares of Qpro Infotech Limited of ₹ 10/- each	100	100
	2,500 (Previous Year 2,500) Equity Shares of Allsoft Corporation Limited of ₹ 10/- each	83	83
	300 (Previous Year Nil) Equity Shares of Tata Motors Limited of ₹ 10/- each	115	-
	500 (Previous Year Nil) Equity Shares of Sree Rayalseema Alkalies and Allied Chemicals Limited of ₹ 10/- each	26	-
	125 (Previous Year 125) Equity Shares of Gateway Distriparks Limited of ₹ 10/- each	25	-
	954 (Previous Year Nil) Equity Shares of Reliance Industries Limited of ₹ 10/- each	93	-
	47 (Previous Year Nil) Equity Shares of Reliance Capital Limited of ₹ 5/- each	2	-
	954 (Previous Year Nil) Equity Shares of Reliance Communication Limited of ₹ 10/- each	70	-
	71 (Previous Year Nil) Equity Shares of Reliance Infrastructure Limited of ₹ 10/- each	13	-
	954 (Previous Year Nil) Equity Shares of Reliance Natural Resources Limited of ₹ 10/- each	1	-
	1,000 (Previous Year Nil) Equity Shares of Gujarat Industrial Power Company Limited of ₹ 10/- each	41	-
	500 (Previous Year Nil) Equity Shares of Avon Organics Limited of ₹ 10/- each	22	-
	500 (Previous Year Nil) Equity Shares of DCM Shree Ram Industries Limited of ₹ 2/- each	55	-
	100 (Previous Year Nil) Equity Shares of India Cements Limited of ₹ 10/- each	22	-
	1,000 (Previous Year Nil) Equity Shares of KG Denim Limited of ₹ 10/- each	42	-
	1,000 (Previous Year Nil) Equity Shares of Kohinoor Foods of ₹ 10/- each	78	-

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in 000's)

Schedule	Particulars	As at March 31, 2012	As at December 31, 2010
	1,000 (Previous Year Nil) Equity Shares of Pricol Limited of ₹ 1/- each	58	-
	700 (Previous Year Nil) Equity Shares of Rane Madras Limited of ₹ 10/- each	76	-
	177 (Previous Year Nil) Equity Shares of KEC International Limited of ₹ 10/- each	76	-
	202 (Previous Year Nil) Equity Shares of Navneet Publications India Limited of ₹ 2/- each	12	-
	500 (Previous Year Nil) Equity Shares of Andhra Petrochemicals Limited of ₹ 10/- each	10	-
	500 (Previous Year Nil) Equity Shares of Reliance Petroleum Limited of ₹ 10/- each	66	-
	1,000 (Previous Year Nil) Equity Shares of KS Oils Limited of ₹ 1 each	98	-
	1,500 (Previous Year Nil) Equity Shares of Crane Software Limited of ₹ 10/- each	64	-
	1,500 (Previous Year Nil) Equity Shares of KCP Sugars Limited of ₹ 10/- each	38	-
	1,500 (Previous Year Nil) Equity Shares of AMD Metplast Limited of ₹ 10/- each	44	-
	1,000 (Previous Year Nil) Equity Shares of Ramco Industries Limited of ₹ 10/- each	68	-
	100 (Previous Year Nil) Equity Shares of Trent of ₹ 10/- each	105	-
	200 (Previous Year Nil) Equity Shares of Aban offshore of ₹ 10/- each	144	-
	100 (Previous Year Nil) Equity Shares of Hindustan Zinc of ₹ 10/- each	170	-
	300 (Previous Year Nil) Equity Shares of Somany Ceramics of ₹ 10/- each	88	-
	1,085 (Previous Year Nil) Equity Shares of Apcotex Lat.of ₹ 10/- each	149	-
b) Other investments			
	In Equity Shares of Companies (Unquoted , fully paid up)		
	10 (Previous Year 10) Equity Shares of Alltrans Port Management Private Limited of ₹.100/- each	1	1
	21,800 (Previous Year 21,800) Equity Shares of Transnepal Freight Services Private Limited of Rs. 100 (Nepal Rupees) each	1,363	1,363
	50,000 (Previous Year Nil) Equity Shares of HC Logistics Limited of ₹ 10/- each	500	-
	10,000 (Previous Year Nil) Equity Shares of Credo Shipping Agencies (I) Private Limited of ₹ 10/- each	100	-
	4,000 (Previous Year Nil) Equity Shares of Zorastrian Co - op. Bank Limited of ₹ 25/- each	100	-
	30 (Previous Year 30) Equity Shares of Mandvi Co - op. Bank Limited of ₹ 10/- each	-	-
	3,019 (Previous Year Nil) Equity Shares of Combiline Indian Agencies Private Limited of ₹ 10/- each	302	-
	70 (Previous Year 100) Equity Shares of European Custom Broker NV of Euro 620 each	3,088	3,708
	10 (Previous Year Nil) Equity Shares of Ecu Nordic NV of Euro 25 each	17	-
	25 (Previous Year 25) Equity Shares of International Negotiation Associates of Euro 620 each	1,059	927
	Nil (Previous Year 30,600,000) Equity Shares of Ocean House of VND 100 each	-	5,783
	Nil (Previous Year 3,300) Equity Shares of ILW NV of AUD 1 each	-	122

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

		(₹ in 000's)	
Schedule	Particulars	As at March 31, 2012	As at December 31, 2010
	c) In Associates		
	Cost of Investments:		
	90 (Previous Year 90) Ordinary Shares of Transworld Logistics and Shipping Services Inc. of USD 500 each	1,094	1,094
	Add:Share of Post Acquisition Profit	9,456	-
		10,550	1,094
	d) Advance towards subscription of shares of China Consolidated Services Warehouse	4,469	45
II)	Current Investments (At lower of cost and fair values)		
	44,641 (Previous Year 375,000) Equity Shares of Gateway Distriparks Limited of ₹ 10/- each	4,807	39,183
	5,000,000 (Previous Year Nil) units of Birla Sun Life Short Term FMP Series 29 Growth	50,000	-
	3,447,348.64 (Previous Year Nil) units of Reliance Quarterly Interval Fund - Series III Institutional Growth Plan	50,000	-
	26,459.37 (Previous Year Nil) units of Taurus Short Term Income Fund - Dividend Plan	48,637	-
	1,415,216.71 (Previous Year Nil) units of DWS Cash Opportunities Fund - Regular Plan Growth	20,157	-
	4,412,920.02 (Previous Year Nil) units of DWS Treasury Fund Investment - Institutional Plan Growth	53,264	-
	7,999,990 (Previous Year Nil) units of Edelweiss Fixed Maturity Plan - Series 5 (91 Days) - Growth Plan	80,000	-
	1,876,095.80 (Previous Year Nil) units of JM Money Manager Fund Regular Plan - Growth (168)	27,826	-
	3,518,310.03 (Previous Year Nil) units of JM Money Manager Super Plus Plan - Growth (172)	53,310	-
	Nil (Previous Year 435,645.326) Units of Reliance Equity oppurtunities Fund	-	4,500
	1,570,907 (Previous year Nil) Units of J P Morgan Super Institutional DDRP	15,723	-
	17.006% Treasury Bill of CFC Stanbic Bank of Kshs 1,000,000	606	461
	8,694.538 units (Previous Year Nil) units of Religare Ultra Short Term Fund - Regular Daily Dividend	22,217	-
	260,805.035 (Previous Year 243,792.04 Units) of DWS Money Plus Fund	2,561	2,427
	308,484.26 (Previous Year Nil) Units of Franklin Templeton India Treasury Management Account Institutional Plan - Growth	3,088	-
	Nil (Previous Year 38,328.318) Units Axis Liquid Fund IP	-	40,799
	Nil (Previous Year 2,006,148.846) Units Sundaram Money Fund	-	40,000
	Nil (Previous Year 389,784.545) Units BNP Paribas Overnight	-	50,000
	Nil (Previous Year 56,925.825) Units UTI Money Market Fund	-	61,223
	Nil (Previous Year 6,430,437.629) Units Reliance Liquid Fund - Cash Plan	-	100,000
	Nil (Previous Year 2,570,892.356) Units Kotak Liquid (Institutional Premium)	-	50,000
	Nil (Previous Year 1,300,494.968) Units Kotak Floater Short Term	-	20,247
	Nil (Previous Year 7,138.650) Units Axis Mutual Fund	-	7,138
	Nil (Previous Year 5,111,427.896) Units JP Morgan India Liquid	-	51,154
	Nil (Previous Year 7,446,726.962) Units LIC MF Liquid Fund	-	81,765
	Nil (Previous Year 4,456.087) Units LIC MF Income Plus Fund	-	45
	Nil (Previous Year 5,096,240.783) Units DWS Treasury Fund	-	51,216
	Nil (Previous Year 4,277,626.27) Units of TFLG TATA Floater Fund - Growth	-	61,110
	Nil (Previous Year 2,801,837.39) Units of Kotak Quarterly Interval Plan	-	31,128
	Nil (Previous Year 1,536,900.21) Units of IDFC Ultra Short Term Fund	-	20,157

CONSOLIDATED FINANCIAL STATEMENTS

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

		(₹ in 000's)	
Schedule	Particulars	As at March 31, 2012	As at December 31, 2010
	Nil (Previous Year 999,999.99) Units of IDFC FMP Quarterly	-	10,000
	Nil (Previous Year 4,038,078.49) Units of HDFC FMP 100D	-	40,381
	Nil (Previous Year 2,539,650.29) Units of Birla Sun Life Dynamic Bond Fund	-	40,000
	Nil (Previous year 121,376.29) Units of Franklin Templeton Floating Rate Income Fund Growth	-	1,500
		455,799	817,655
	Group Share in Joint Ventures	41,960	501,518
		497,759	1,319,173
	Aggregate Amount of Quoted Investments	2,054	183
	Aggregate Amount of Unquoted Investments	63,509	514,560
	Aggregate Amount of Current Investments	432,196	804,431
		497,759	1,319,173
	Aggregate Market Value of Quoted Investments	-	42,356
	Aggregate Market Value of Current Investments	487,193	769,128
	(Refer Schedule 44 for summary of investments purchased and sold during the period)	487,193	811,484
	CURRENT ASSETS, LOAN & ADVANCES		
7	SUNDRY DEBTORS (unsecured)		
	Debts outstanding for a period exceeding six months		
	Considered Good	96,004	65,842
	Considered Doubtful	225,229	115,881
		321,233	181,723
	Less: Provision for Doubtful Debts	225,229	115,881
		96,004	65,842
	Other Debts		
	Considered Good	3,479,389	2,462,236
	Considered Doubtful	2,701	-
		3,482,090	2,462,236
	Less: Provision for Doubtful Debts	2,701	-
		3,479,389	2,462,236
		3,575,393	2,528,078
8	CASH AND BANK BALANCES		
	Cash Balance on Hand	25,261	26,188
	Balances with Scheduled Banks:		
	In Current Accounts	1,261,912	1,250,444
	In Fixed Deposit Accounts	45,343	22,732
	In Exchange Earner's Foreign Currency Account	1,119	150
	In Dividend Account	226	139
		1,333,861	1,299,653
	Group Share in Joint Ventures	10,191	130,158
		1,344,052	1,429,811

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

		(₹ in 000's)	
Schedule	Particular	As at March 31, 2012	As at December 31, 2010
9	LOANS AND ADVANCES (Unsecured, considered good unless otherwise stated)		
	Advances Recoverable in Cash or kind or for value to be received	1,800,982	1,816,206
	Inter Corporate Deposits	170,000	300,000
	Interest Accrued	11,956	2,097
	Advance Tax [net of provisions ₹ 389,325 thousand (Previous Year ₹ 237,028 thousand)]	366,768	221,684
	MAT Credit Entitlement	967,841	512,651
	Deposits	329,822	210,055
	Advance Towards Share Application Money	3,500	3,500
	Balance with Customs and Ports	55,419	53,272
		3,706,288	3,119,465
	Group Share in Joint Ventures	8,807	39,458
		3,715,095	3,158,923
10	CURRENT LIABILITIES		
	Sundry Creditors		
	Dues of Micro and Small Enterprises	450	6
	Others	3,043,396	2,564,392
	Investors Education and Protection Fund		
	Unpaid Dividend*	226	139
	Interest Accrued but not due	77,232	33,656
	Income Received in advance	142,811	3,613
	Security Deposits Received	126,021	3,244
	Other Liabilities	920,283	1,126,918
	*There are no amount due and outstanding to be credited to Investors Education and Protection Fund		
		4,310,419	3,731,968
	Group Share in Joint Ventures	1,179	121,365
		4,311,598	3,853,333
11	PROVISION		
	For Proposed Dividend	65,274	326,323
	For Tax on Proposed Dividend	10,589	52,938
	For Retirement Benefits		
	Gratuity (Refer Schedule 32)	12,105	6,544
	Long Term Compensated Absences	95,255	66,610
	Short Term Compensated Absences	9,555	2,533
	For Taxation [net of Advance Tax ₹ 670,242 thousand (Previous Year ₹ 559,779 thousand)]	145,201	88,213
		337,979	543,161
12	MISCELLANEOUS EXPENDITURE		
	Preliminary Expenses	-	22,794
		-	22,794

CONSOLIDATED FINANCIAL STATEMENTS

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

		(₹ in 000 s)	
Schedule	Particulars	For Fifteen Months Ended March 31, 2012	For the Year Ended December 31, 2010
13	SERVICE INCOME		
	Multimodal Transport Operations	30,986,129	22,055,147
	Container Freight Stations	3,339,381	1,973,067
	Project and Engineering Solutions	4,689,442	2,788,391
	Vessel Operating Income	643,995	38,346
	Warehousing, Clearing, Forwarding Operating Income	3,052,515	1,778,044
		42,711,462	28,632,995
14	OTHER INCOME		
	Interest Income	92,576	77,006
	Profit on Sale of Fixed Assets (Net)	12,547	28,467
	Profit on Sale of Current Investments (Net)	121,143	62,802
	Dividend Received	11,905	8,093
	Management Fees	37,323	20,000
	Rent	24,524	22,325
	Exchange Gain (Net)	70,364	14,842
	Maintenance Income	1,877	2,155
	Liability Written Back no Longer Required	44,303	-
	Miscellaneous	95,628	30,321
		512,189	266,011
	Group Share in Joint Ventures	21,583	340
		533,772	266,351
15	MULTI-MODAL TRANSPORT OPERATION EXPENSES		
	Freight and Other Ancillary Cost	21,379,774	15,753,365
	Claims and Compensation	2,985	2,070
	Documentation Charges	34,386	9,732
	Insurance	49,380	53,037
	Import Delivery Order Charges	23,704	49,736
	Air Freight Expenses	75,394	58,075
	Space Reservation Charges	16,996	12,014
		21,582,619	15,938,029
16	CONTAINER FREIGHT STATION EXPENSES		
	Container and Cargo Handling Charges	583,795	425,060
	Power and Fuel Costs	120,730	112,178
	Container Transportation Charges	230,821	148,234
	Equipment Hire Charges	291,631	77,249
	Repairs and Maintenance-Others	4,577	2,013
		1,231,554	764,734
17	PROJECT AND ENGINEERING SOLUTIONS EXPENSES		
	Spares Consumed	214,256	130,965
	Fuel Expenses	297,627	138,634
	Hiring Expenses	188,243	68,203
	Insurance	20,126	11,230
	Repairs and Maintenance Machinery	264,916	118,521
	Project Expenses	1,378,400	1,383,425
	Other Expenses	187,534	39,831
		2,551,102	1,890,809

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

		(₹ in 000 s)	
Schedule	Particulars	For Fifteen Months Ended March 31, 2012	For the Year Ended December 31, 2010
18	VESSEL OPERATING EXPENSES		
	Wages, Bonus and Others Allowances of Floating Staff	69,578	14,163
	Crew Victualling	6,227	856
	Crew Sign-on and Sign-off	528	666
	Stores and Spares Consumed	26,261	4,399
	Fuel and Oil	176,113	13,222
	Agency Fees	1,574	434
	Port and Maintenance Charges	110,693	2,343
	Repairs - Machinery	33,827	193
	Vessel Management Fees	4,000	1,392
	Others	8,704	40
		437,505	37,706
19	OTHER OPERATIONAL COST		
	Warehouse Related Operating Expenses	35,173	6,778
	Clearing, Forwarding and Other Operating Expenses	2,741,778	1,425,162
		2,776,951	1,431,940
20	EMPLOYEE COST		
	Salaries, Wages and Bonus (Refer Schedule 32)	5,098,994	3,301,910
	Contribution to Provident & Other Funds	670,947	436,962
	Gratuity	13,801	8,351
	Staff Welfare Expenses	319,902	225,559
		6,103,644	3,972,782
21	ADMINISTRATIVE AND OTHER EXPENSES		
	Rent	549,271	529,992
	Rates & Taxes	5,242	5,700
	Travelling	428,736	208,101
	Professional and Legal Fees	317,138	239,921
	Communication Charges	191,471	125,439
	Bad Debts/advances Written Off	188,550	29,365
	Business Promotion	177,740	119,495
	Repairs to:		
	Building	66,537	45,193
	Others	101,931	72,720
	Provision for Doubtful Debts	115,167	20,789
	Electricity Charges	101,498	64,198
	Insurance	60,482	20,984
	Office Expenses	48,573	36,677
	Donations	22,914	9,792
	Directors Fees and Commission	3,795	3,595
	Remuneration to Auditors'	88,541	52,667
	Other Expenses	354,913	294,371
		2,822,499	1,878,999
	Group Share in Joint Ventures	2,210	288
		2,824,709	1,879,287

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

		(₹ in 000 s)	
Schedule	Particulars	For Fifteen Months Ended March 31, 2012	For the Year Ended December 31, 2010
22	INTEREST		
	On Fixed Loans	673,272	190,750
	On Bank Overdrafts	1,173	1,854
	Other Interest	8,751	1,846
		683,196	194,450
23	EXCEPTIONAL ITEMS		
	Investments Written Off on Account of Liquidation	(4,516)	-
	Others	91	(42)
		(4,425)	(42)

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

SCHEDULE 24

24.1 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 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 with in accordance with Accounting Standard (AS) 27 "Financial Reporting of Interests in Joint Ventures" using the proportionate completion method.
- 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 Profit and Loss Account to the extent such change is attributable to the Associates' Profit and Loss Account, based on available information. The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.
- 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.

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

- 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. If it is not practicable to use uniform accounting policies in preparation of financial statement, the fact has been disclosed with the proportions of the items in the consolidated financial statements to which the different accounting policies have been applied, if such differences are considered material.
- 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, 2012.

24.2 Investments other than in subsidiaries, associates and joint ventures are accounted as per the Accounting Standard 13 - "Accounting for Investments".

24.3 Other Significant 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.

(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

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.

In respect of accounting period commencing on or after December 7, 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 Schedule 24.3(m)], 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.

Depreciation on fixed assets 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.

In the case of foreign subsidiaries as tabled below, 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 (₹ in thousand)	Amount included in net block (₹ in thousand)
Buildings	2% - 10%	₹ 1,447,168	₹ 925,513
Plant and Machinery	10% - 33%	₹ 286,008	₹ 96,731
Furniture and Fixtures	10% - 33%	₹ 677,654	₹ 198,859
Other tangible assets	20% - 33%	₹ 42,992	₹ 16,456

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

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.

On ocean going ships depreciation is charged on remaining estimated useful life of asset under straight line method.

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:

Assets Class	Rate of Ammortisation
Research and Development	10%
Patent and Licenses	
Software	10%
Leasing and Similar rights	10%

(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

Long term investments are carried at cost. Provision for diminution is made to recognise a decline, other than temporary in value of investments and is determined separately for each individual investment. Current investments are carried at lower of cost and fair value, computed separately in respect of each category of investment.

(g) Inventories

Inventories includes 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.

(h) 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 Profit and Loss Account as incurred.

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(i) 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) Warehouse/ Third party Logistics income:

Warehouse/ Third Party Logistics service charges and management fees are recognised as and when the service is performed as per the contractual terms. The rental income receivable under operating leases is recognised in profit or loss on a straight-line basis over the term of the lease.

vi) Clearing and Forwarding Income:

Income is recognized on clearing of cargo as per contractual Terms.

vii) 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.

(j) Taxation

Income tax expense comprises current income tax from operations in India and in foreign jurisdictions and deferred tax charge or credit.

Current tax provision is measured at the amount expected to be paid to the tax authorities in accordance with the domestic laws of the countries in which the consolidated entities operate. Income from shipping activities conducted by an Indian subsidiary is assessed on the basis of deemed tonnage income of the said Indian subsidiary company.

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

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.

(k) Employee Benefits

(1) Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries and wages, leave salary etc. and the expected cost of ex-gratia are recognized in the period in which the employee renders the related service.

(2) Post Employment Benefits

Defined Contribution Plans:

In accordance with Indian regulation, 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 Benefit 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 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 Profit and Loss Account.

(3) Long Term Employment Benefits

The Company's net obligation in respect of long-term employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using the projected unit credit method and is discounted to its present value and the fair value of any related assets is deducted. 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.

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(l) Employee's Stock Options Plan

The Accounting value of stock options representing the excess of the market price over the exercise price of the options granted under "Employees' Stock Options Scheme" of the Company is amortized on straight-line basis over the vesting period as "Deferred Employees Compensation" in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time.

(m) 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 March 31, 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 December 7, 2006 and ending on or before March 31, 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 Group has exercised the option to adopt the following policy irrevocably and retrospectively for accounting periods commencing from April 1, 2007.

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 but not beyond March 31, 2012, in cases other than those falling 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.

(n) Operating Leases

Lease rentals in respect of assets acquired on operating leases are recognized in the Profit and Loss Account 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.

(o) 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 period. 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.

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**(p) Provision and Contingent Liabilities**

The Group creates a provision where there is present obligation as a result of a past event that probable 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 recognized in the financial statements.

25 CONSOLIDATION

25.(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: -

Sr. No.	Country	Name of the Company	% Holding
1	INDIA	Hindustan Cargo Limited	100.00
2	INDIA	HC Logistics Limited	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	99.99
8	INDIA	Allcargo Shipping Co.Private Limited. (Formerly known as AGL Ports Private Limited)	100.00
9	INDIA	South Asia Terminal Private Limited.	51.00
10	INDIA	Southern Terminal & Trading Private Limited (Formerly known as AGL Terminals 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 Private Limited. (formerly known as Universal Container Freight Station Private Limited)	70.00
14	INDIA	MHTC Logistics Private Limited	100.00
15	INDIA	Ecu International (Asia) Private Limited	100.00

Foreign Subsidiaries: -

Sr. No.	Country	Name of the Company	% Holding
1	ALGERIA	Ecu-Line Algerie sarl	100.00
2	ARGENTINA	Ecu Logistics SA	100.00
3	BELGIUM	Ecu-Line N.V.	100.00
4	BELGIUM	Ecu-Logistics N.V.	100.00
5	BELGIUM	Ecubro N.V.	100.00
6	BELGIUM	Ecu-Tech bvba	100.00
7	BELGIUM	Ecuhold N.V.	100.00
8	BELGIUM	Ecu International N.V.	100.00
9	BELGIUM	Ecu Global Services NV	100.00
10	BELGIUM	HCL Logistics NV	100.00
11	VIETNAM	Ecu Line Vietnam Joint Venture Company Limited	51.00
12	BELGIUM	AGL N.V.	100.00
13	BELGIUM	Allcargo Belgium N.V.	100.00
14	BRAZIL	Ecu Logistics do Brasil Ltda.	100.00
15	BRAZIL	Flamingo Line do Brasil Ltda	100.00

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Sr. No.	Country	Name of the Company	% Holding
16	BULGARIA	Ecu-Line Bulgaria EOOD	100.00
17	CHILI	Ecu-Line Chile S.A.	100.00
18	CHILI	Flamingo Line Chile S.A.	100.00
19	CHINA	Ecu-Line Guangzhou Ltd	100.00
20	CHINA	China Consolidation Services Shipping Ltd	100.00
21	CHINA	China Consolidation Services Ltd	100.00
22	COLOMBIA	Ecu-Line de Colombia S.A.S.	100.00
23	COSTA RICA	Conecli International S.A.	100.00
24	CZECH REP.	Ecu-Line (CZ) s.r.o.	100.00
25	ECUADOR	Ecu-Line del Ecuador S.A.	100.00
26	ECUADOR	Flamingo Line del Ecuador SA	100.00
27	EGYPT	Ecu Line Egypt Limited	100.00
28	EL SALVADOR	Flamingo Line El Salvador SA de CV	100.00
29	GERMANY	Ecu-Line Germany GmbH	100.00
30	GHANA	ELWA Ghana Limited	100.00
31	GUATEMALA	Flamingo Line de Guatemala S.A.	100.00
32	HONG KONG	Ecu-Line Hong Kong Limited	100.00
33	HONG KONG	Ecu International Far East Limited	100.00
34	HONG KONG	CCS China Consolidation Services Company Limited	100.00
35	INDONESIA	PT EKA Consol Utama Line	100.00
36	ITALY	Ecu-Line Italia srl.	100.00
37	ITALY	Eurocentre Milan srl.	100.00
38	IVORY COAST	Ecu-Line Côte d'Ivoire Sarl	100.00
39	JORDAN	Jordan Gulf for Freight Services	100.00
40	MALTA	Ecu-Line Malta Limited	100.00
41	MEXICO	CELM Logistics SA de CV	100.00
42	MEXICO	Ecu Logistics de Mexico SA de CV	100.00
43	MOROCCO	Ecu-Line Maroc S.A.	100.00
44	NETHERLANDS	Ecu-Line Rotterdam BV	100.00
45	NETHERLANDS	Rotterdam Freight Station BV	100.00
46	PANAMA	Ecu-Line de Panama SA	100.00
47	PARAGUAY	Ecu-Line Paraguay SA	100.00
48	PHILIPPINES	Ecu-Line Philippines Inc.	100.00
49	POLAND	Ecu-Line Polska SP. Z.o.o.	100.00
50	QATAR	Ecu-Line Doha W.L.L.	100.00
51	ROMANIA	Ecu-Line Romania SRL	100.00
52	SINGAPORE	Ecu-Line Singapore Pte. Limited	100.00
53	SOUTH AFRICA	Ecu-Line South Africa (Pty.) Limited	100.00
54	SPAIN	Ecu-Line Spain S.L.	100.00
55	SPAIN	Mediterranean Cargo Center S.L. (MCC)	100.00
56	SRI LANKA	Ecu Line Lanka (Pvt) Limited	100.00
57	TUNISIA	Société Ecu-Line Tunisie Sarl	100.00
58	TURKEY	Ecu Uluslarasi Tas. Ve Ticaret Limited Sti.	100.00
59	UNITED ARAB	China Consolidated Company Limited	100.00
60	UNITED ARAB	Star Express Company Limited	100.00
61	UNITED KINGDOM	Ecu-Line UK Limited	100.00
62	URUGUAY	DEOLIX S.A.	100.00
63	URUGUAY	DLC	100.00
64	URUGUAY	Guldary S.A.	100.00
65	VENEZUELA	ELV Multimodal C.A.	100.00

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Sr. No.	Country	Name of the Company	% Holding
66	VENEZUELA	Administradora House Line C.A.	100.00
67	VENEZUELA	Consolidadora Ecu-Line C.A.	100.00
68	MAURITIUS	aEcu-Line (Indian Ocean Islands) Limited	89.93
69	DUBAI	Asia Line Ltd	100.00
70	SRI LANKA	Contech Transport Services (Pvt) Ltd	100.00
71	KENYA	Ecu Shipping Logistics Limited	99.90
72	UNITED ARAB	Ecu-Line Middle East LLC	86.00
73	MALAYSIA	Ecu-Line (Johor Bahru) Snd. Bhd.	85.00
74	UNITED ARAB	Eurocentre FZCO	84.62
75	KENYA	Ecu-Line Kenya Limited	82.00
76	UNITED ARAB	Ecu-Line Abu Dhabi LLC	75.50
77	HONG KONG	CCS Shipping Limited	75.00
78	PERU	Flamingo Line del Peru SA	70.00
79	PERU	Ecu-Line Peru SA	70.00
80	JEDDAH	Ecu-Line Saudi Arabia LLC	70.00
81	ZIMBABWE	Ecu-Line Zimbabwe (Pvt) Limited	70.00
82	JAPAN	Ecu-Line Japan Limited	65.00
83	UNITED KINGDOM	S.H.E. Maritime Services Limited	63.00
84	GERMANY	Translogistik Internationale Spedition GmbH	70.52
85	AUSTRALIA	Ecu-Line Australia Pty Limited	60.00
86	NEW ZEALAND	Ecu-Line NZ Limited	60.00
87	THAILAND	Ecu-Line (Thailand) Co. Limited	57.00
88	CYPRUS	Ecu-Line Mediterranean Limited	55.00
89	HONG KONG	Ecu-Line China Limited	51.00
90	HUNGARY	Ecu-Line Hungary Kft.	51.00
91	SWITZERLAND	Ecu-Line Switzerland GmbH	51.00
92	CANADA	Ecu-Line Canada Inc.	50.00
93	CHILE	Cargo Freight Stations	50.00
94	VIETNAM	Ocean House Limited	51.00

25(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 Private Limited	India	Joint - Venture	50%
Gujarat Integrated Maritime Complex Private Limited	India	Joint - Venture	45%
Transworld Logistics and Shipping Services Inc.	USA	Associate	45%

25(c) The following fellow subsidiary companies ceased to remain subsidiaries / consolidated during the year.

Sr. No.	Name of the Company	Date of ceased
1.	ECU Line Italy TRC srl	1 st January 2011
2.	Ecu Line Costa Rica	1 st January 2011
3.	AMI Ventures Ltd	1 st January 2011
4.	ECU Heavy Lift W.L.L	12 th May 2011
5.	ECU Line Guatemala	1 st January 2011

25(d) As the operation of ECU Line China Ltd, Ecu Line Zimbabwe (Pty.) Ltd, Ecu Line Malta Ltd. (Consolidated upto December 31, 2011), Ecu Line Saudi Arabia, LLC, Credo Shipping Agencies (I) Pvt.Ltd., HC Logistics Ltd, Combiline Indian Agencies Pvt.Ltd., Contech Transport Services (Pvt) Ltd, were not material in relation to the size of the consolidated operations, the financial statements of the subsidiaries did not form part of the consolidated financial statements.

CONSOLIDATED FINANCIAL STATEMENTS

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

26 EARNING PER SHARE

Particulars	(₹ in 000's)	
	March 31, 2012	December 31, 2010
Net Profit After Tax attributable to Equity Shareholders before exceptional items (A)	2,849,679	1,659,253
Net Profit After Tax attributable to Equity Shareholders after exceptional items (B)	2,845,254	1,659,211
Number of Equity Shares at the beginning of the period	130,516,968	124,811,265
Add: Shares issued during the period	30,354	5,705,703
Less: Equity Shares of the Company held by wholly owned subsidiary (Refer Schedule 41)	364,828	-
Number of Equity Shares outstanding at the end of the period	130,182,494	130,516,968
Weighted average number of Equity Shares outstanding during the period (based on date of issue of shares) (C)	130,192,288	128,682,170
(used as denominator for calculating Basic EPS)		
Add: Effect of potential Equity Shares to be issued under ESOS	60,886	87,426
Weighted average number of Equity Shares outstanding during the period (based on date of issue of shares) (D)	130,253,174	128,769,596
(used as denominator for calculating Diluted EPS)		
Basic (in rupees) per share of face value ₹ 2/- before exceptional items(A)/(C)	21.8	12.9
Diluted (in rupees) per share of face value ₹ 2/- before exceptional items (A)/(D)	21.8	12.9
Basic (in rupees) per share of face value ₹ 2/- after exceptional items (B)/(C)	21.8	12.9
Diluted (in rupees) per share of face value ₹ 2/- after exceptional items (B)/(D)	21.8	12.9

The Company had issued bonus shares to ESOP shareholders under the terms of ESOP scheme in the current period. The resultant shares on account of such issue have been considered in the computation of weighted average, shares outstanding for the current period and previous year and Earning per share.

27 CONTINGENCIES AND COMMITMENTS

Sr. No	Particulars	(₹ in 000's)	
		March 31, 2012	December 31, 2010
a	Estimated amount of contracts remaining to be executed on capital accounts (net of advances) and not provided for	516,359	188,242
b	Disputed liabilities in Appeal		
	Income Tax (Refer Note 1 Below)	672,874	672,860
	Customs	18,300	-
	Service Tax	114,202	113,985
c	Claim against the Company not acknowledged as debt	55,241	101,445
d	Bank Guarantees	1,111,834	598,109
e	Continuity Bond executed in favour of the President of India through the Commissioner of Customs in respect of its Container Freight Station operations	4,990,030	3,960,300
f	Tonnage Tax (Refer Note 2 below)	2,649	-

Note 1: The Income Tax Department issued assessment orders against the Company, whereby, the claim of deduction by the Company under Section 80 - IA (4) was disallowed from the assessment years 2004-05 to 2009-10. The Company has filed an appeal against the assessment orders. Accordingly, the Income Tax liability of the Company pending in Appeal and not provided for is ₹ 672,860 thousand (Previous Year ₹ 672,860). The Company is advised that it has a strong case for claiming deduction u/s 80 IA (4) of the Income Tax Act, 1961. Company's appeal was heard by the Tribunal and order is pending. Recently, the Delhi High Court has ruled in one of the similar case that Inland Container Depots (ICD) and Container Freight Stations (CFS) are eligible for deduction u/s 80 IA as these are 'Inland Ports'. Based on this decision, the Company is confident of favourable decision. In view of the foregoing, the Company has continue to provide Current Tax under the provisions of Minimum Alternate Tax.

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note 2 : One of the subsidiary company namely Allcargo Shipping Co. Private Limited has opted for tonnage tax scheme by making an application to Income-Tax authorities under Section 115 VP of Income tax Act, 1961. Pending approval of the option for tonnage tax scheme, Company has provided for tax during the current period under tonnage tax scheme. If tonnage tax scheme is not approved the Company is liable to pay tax under other provisions of the Income-Tax Act 1961. Income Tax payable under Section 115JB of the Income-Tax Act, 1961 will be of ₹ 11,628 thousand and available MAT Credit under Section 115JAA of the Income-Tax Act, 1961 will be of ₹ 8,979 thousand.

28 MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from October 2, 2006, certain disclosures are required to be made relating to MSME. On the basis of the information and records available with the Group, the following disclosures are made for the amounts due to the Micro and Small Enterprises.

(₹ in 000's)

	March 31, 2012	December 31, 2010
Principal amount remaining unpaid to any supplier as at the period end	450	6
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	-	-

29 SEGMENT REPORTING

The Group has identified four reporting segments viz. Multimodal Transport Operations, Container Freight Station, Equipment division and unallocable 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:

- 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".
- 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 revenues are allocated based on the location of service facilities and other assets of an enterprise within the Group.

Primary Segment Information

(₹ in. 000's)

Particulars	Multimodal Transport Operations	Container Freight Stations	Equipment divisions	Others	Unallocable	Elimination	Total
Revenue							
External Revenue	30,986,129	3,339,381	4,689,442	3,696,510	-	-	42,711,462
	22,055,147	1,973,067	2,788,391	1,816,390	-	-	28,632,995
Add Internal Segment Revenue	86,784	45,153	180,851	148,573	-	-	461,361
	55,204	32,471	178,349	2,518	-	-	268,542

CONSOLIDATED FINANCIAL STATEMENTS

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in. 000's)

Particulars	Multimodal Transport Operations	Container Freight Stations	Equipment divisions	Others	Unallocable	Elimination	Total
Total Revenue	31,072,913	3,384,534	4,870,293	3,845,083	-	-	43,172,823
	22,110,350	2,005,538	2,966,740	1,818,909	-	-	28,901,537
Segment Results Before Interest and Tax (Before Inter Segment Elimination)	1,892,195	1,587,758	1,009,716	91,743	-	-	4,581,412
	1,001,232	965,463	533,885	41,156	-	-	2,541,736
Add: Inter Segment Elimination	186,868	45,153	(170,233)	(61,788)	-	-	-
	(40,266)	-	39,912	354	-	-	-
Segment Results After Interest and Before Tax (After Inter Segment Elimination)	2,079,063	1,632,911	839,483	29,955	-	-	4,581,412
	960,966	965,463	573,797	41,510	-	-	2,541,736
Interest Expenses					(683,196)	-	(683,196)
					(194,450)	-	(194,450)
Unallocated Income					533,772	-	533,772
					266,351	-	266,351
Unallocated Expenses					(716,881)	-	(716,881)
					(374,528)	-	(374,528)
Exceptional Item					(4,425)	-	(4,425)
					(42)	-	(42)
Profit Before Tax After Exceptional Items					3,710,684	-	3,710,684
					2,239,068	-	2,239,068
Current Tax					(831,771)	-	(831,771)
					(523,934)	-	(523,934)
Deferred Tax					(357,162)	-	(357,162)
					(221,416)	-	(221,416)
MAT Credit					455,190	-	455,190
					265,277	-	265,277
Profit After Tax					2,976,941	-	2,976,941
					1,758,995	-	1,758,995
Segment Assets (Before Inter Segment Eliminations)	9,092,216	3,562,463	9,428,725	1,512,255	4,916,706	(126,201)	28,386,162
	10,993,257	2,141,072	5,119,395	1,466,115	1,200,574	(30,111)	20,890,302
Add: Inter Segment Elimination	(2,471)	(19,518)	(55,761)	(17,230)			(94,980)
	(97,992)	(6,716)	32,146	(160,990)	-	-	(233,553)
Segment Assets (After Inter Segment Eliminations)	9,089,745	3,542,944	9,372,963	1,495,025	4,916,706	(126,201)	28,291,184
	10,895,265	2,134,356	5,151,541	1,305,124	1,200,574	(30,111)	20,656,749
Segment Liabilities	2,459,363	315,380	1,120,027	376,207	504,801	126,204	4,649,576
	2,997,101	153,446	851,827	289,221	135,008	30,111	4,396,493

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in. 000's)

Particulars	Multimodal Transport Operations	Container Freight Stations	Equipment divisions	Others	Unallocable	Elimination	Total
Capital expenditure	264,200	1,086,290	3,638,325	285,061	440,376	(121)	5,714,373
	1,696,959	74,422	2,368,426	370,319	642,098	(10,275)	5,162,499
Depreciation	335,611	104,386	788,395	82,448	35,120	8,968	1,336,992
	105,963	78,383	306,964	20,812	36,125	(1,654)	549,901

Secondary Segment Information.

The secondary segment relates to geographical segments viz. Operations within India and outside India based on location of the same.

Country/ Region	March 31, 2012				December 31, 2010			
	Segment Revenue	Segment Assets	Segment Liabilities	Total Cost incurred to acquire Segment Assets	Segment Revenue	Segment Assets	Segment Liabilities	Total Cost incurred to acquire Segment Assets
India	14,034,094	19,101,556	2,209,899	4,748,386	8,189,124	14,082,118	2,063,709	3,587,922
Africa	883,757	93,922	71,677	2,863	619,418	87,910	51,365	3,070
America	5,942,028	810,901	482,025	13,889	4,253,852	645,026	363,126	5,486
Far East	8,691,879	1,917,673	998,464	69,307	5,446,592	1,524,452	1,033,625	1,408,552
Australia & New Zealand	750,316	75,455	61,927	10,164	532,598	55,036	41,766	3,070
Europe	10,735,403	5,966,277	654,762	865,282	8,325,789	4,028,918	702,310	149,548
Mediterranean	1,673,985	325,397	170,822	4,482	1,265,622	233,292	140,593	4,851
Total	42,711,462	28,291,181	4,649,576	5,714,373	28,632,995	20,656,752	4,396,494	5,162,499

30 REMUNERATION TO RELATIVES OF DIRECTORS: -

Mr. Umesh Shetty, who is relative of Mr. Shashi Kiran Shetty and Mrs. Arathi Shetty, Directors of the Company, has been appointed as Chief Executive Officer of Equipment Hiring Division of the Company for a period of 3 years commencing from January 1, 2009 on the terms and conditions and remuneration approved by the Members of the Company at the 16th Annual General Meeting held on June 12, 2009. The position occupied by Mr. Umesh Shetty is a place of profit as prescribed u/s 314(1B) of the Companies Act, 1956 and the same is subject to approval by Central Government.

Considering the contribution made by Mr. Umesh Shetty in achieving the phenomenal growth by Equipment Hiring Division vis - à - vis performance and growth achieved by the Company during his tenure, the Company has, subject to Central Government's approval, re - appointed Mr. Umesh Shetty as Chief Executive Officer of the Project & Engineering Solution Division of the Company for a further period of 3 years effective from January 1, 2012 on the same terms and conditions and remuneration as recommended by the Compensation / Remuneration Committee, Board of Directors and approved by the shareholders of the Company by Postal Ballot voting. Further, with a view to broad - base the Board composition and to optimize and further enhance the existing corporate governance practices of the Company and considering the growth oriented performance and contribution made by Mr. Umesh Shetty, your Board of Directors has, subject to approval by the Members of the Company at the ensuing Annual General Meeting, appointed Mr. Umesh Shetty as Whole Time Director of the Company for a period of 5 years commencing from June 1, 2012 on the terms and conditions and remuneration as recommended by the Compensation / Remuneration Committee.

Also, during the period under review, the Company has, subject to Central Government's approval, appointed Mr. Armin Kalyaniwalla, a relative of a Director, as Chief Executive Officer - Project Division of the Company, for a period of 3 years commencing from January 1, 2012 on the terms & conditions and remuneration as recommended by the Compensation / Remuneration Committee, Board of Directors and approved by the shareholders of the Company by Postal Ballot voting.

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Company has made necessary applications to the Central Government seeking approval for the said appointment of Mr. Umesh Shetty and Mr. Armin Kalyaniwalla u/s 314 of the Companies Act, 1956 and the same are under consideration. Pending the Central Government approvals, the Company has paid remuneration aggregating to ₹ 37,726 thousand (Previous Year ₹ 24,340 thousand) to the appointees as approved by the Shareholders and the Board of Directors of the Company with a condition that such remuneration or part thereof shall be refunded if the Central Government declines to approve or modifies the remuneration payable to them.

31 LEASES

Operating lease

- 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 March 31, 2012 is as follows:

(₹ in 000's)

Particulars	March 31, 2012	December 31, 2010
Lease Payments		
Not later than one year	5,390	8,967
Later than one year but not later than 5 years	6,924	13,983
Later than 5 years	11,521	12,244
Payment of Lease Rentals during the period	5,535	14,128

- 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 is recognized as a Finance Lease transaction. Disclosure as required by the Accounting Standard 19 areas set out below:

(₹ in 000's)

Particulars	March 31, 2012	December 31, 2010
The future minimum lease payment on account of these leases are as follows:		
Finance lease		
<i>Finance lease is secured by underlying assets</i>		
The total minimum lease liability for assets obtained on finance lease basis is ₹ 230,849 thousand (Previous Year ₹ nil), which includes interest of ₹ 47,891 thousand (Previous Year ₹ nil). The maturity profile of finance lease is as follows:		
Minimum lease payments		
Payable within 1 year	36,712	-
Payable between 1 - 5 years	146,847	-
Payable beyond 5 years	47,336	-
Present value		
Payable within 1 year	29,731	-
Payable between 1 - 5 years	118,152	-
Payable beyond 5 years	38,276	-

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**32 DISCLOSURE PURSUANT TO ACCOUNTING STANDARD - 15 (REVISED) 'EMPLOYEE BENEFITS'****a) i) Defined Contribution Plans:**

For the Company and Indian subsidiaries an amount of ₹ 47,165 thousand (Dec 2010: ₹ 25,791 thousand) contributed to provident funds, ESIC and other funds (Refer Schedule 20) is recognised by as an expense and included in "Contribution to Provident & Other Funds" under 'Employee Cost' in the Profit and Loss Account.

For foreign subsidiaries, the Group has contributed ₹ 38,908 thousand (Previous Year ₹ 25,644 thousand) 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.

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. The following table set out the funded as well as unfunded status of the retirement benefit plans and the amounts recognized in the financial statements: -

Particulars	FUNDED		UNFUNDED		TOTAL	
	March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010
I Change in the defined benefit obligation						
Liability at the beginning of the period	21,305	11,938	-	-	21,305	11,938
Interest cost	2,168	982	505	-	2,673	982
Current service cost	7,295	3,501	-	-	7,295	3,501
Benefit paid	(2,972)	1,869	-	-	(2,972)	1,869
Actuarial (gain) / loss on obligations	5,477	2,230	-	-	5,477	2,230
Liability at the end of the period	33,273	20,520	505	-	33,778	20,520
II Amount recognised in the Balance Sheet						
Liability at the end of the period	33,274	20,520	505	-	33,779	20,520
Fair value of plan assets at the end of the period	21,674	13,977	-	-	21,674	13,977
		-	-	-	-	-
Liabilities recognised in the Balance Sheet	(11,600)	(6,543)	(505)	-	(12,105)	(6,543)
III Expenses recognised in the Profit and Loss Account						
Current service cost	7,450	3,142	505	-	7,955	3,142
Interest cost	2,168	982	-	-	2,168	982
Expected return on plan assets	(1,452)	(909)	-	-	(1,452)	(909)
Past Service Cost [Vested benefit] recognized during the period	-	1,869	-	-	-	1,869
Net actuarial (gain) / loss to be recognized	5,208	3,268	-	-	5,208	3,268
Expense recognised in the Profit and Loss Account	13,374	8,352	505	-	13,879	8,352

CONSOLIDATED FINANCIAL STATEMENTS

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Particulars	FUNDED		UNFUNDED		TOTAL	
	March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010
IV Balance Sheet reconciliation						
Opening net liability	6,399	532	-	-	6,399	532
Expense as above	13,374	8,352	505	-	13,879	8,352
Employers contribution paid	(8,418)	(2,739)	-	-	(8,418)	(2,739)
Liability recognised in the Balance Sheet	11,355	6,145	505	-	11,860	6,145
V Change in the Fair Value of Plan Assets						
Fair Value of Plan Assets at the beginning of the year	17,810	13,760	-	-	17,810	13,760
Expected Return on Plan Assets	1,482	909	-	-	1,482	909
Contributions	8,664	2,780	-	-	8,664	2,780
Benefit Paid	(2,972)	-	-	-	(2,972)	-
Actuarial gain/(loss) on Plan Assets	268	(1,038)	-	-	268	(1,038)
Fair Value of Plan Assets at the end of the year	25,252	16,411	-	-	25,252	16,411
Total Actuarial Gain / (loss) to be recognised	(5,208)	3,268	-	-	(5,208)	3,268
VI Actual return on Plan Assets:						
Expected Return on Plan Assets	1,452	909	-	-	1,452	909
Actuarial gain /(loss) on Plan Assets	268	(1,038)	-	-	268	(1,038)
Actual Return on Plan Assets	1,720	(129)	-	-	1,720	(129)
VII Investment details of Plan assets:						
Government of India Assets	2,088	-	-	-	2,088	-
Corporate Bonds	2,765	-	-	-	2,765	-
Insurer Managed Funds	15,115	13,977	-	-	15,115	13,977
Other	5,284	-	-	-	5,284	-
Total Plan Assets	25,252	13,977	-	-	25,252	13,977
VIII Actuarial assumptions						
Discount rate	8.50%	8.25%	-	-	8.50%	8.25%
Salary escalation	6.00%	5.00%	-	-	6.00%	5.00%

- b) **Compensated Leave Absences** - Following amounts are recognized in respect of unfunded obligations towards compensated leave absences:

Particulars	March 31, 2012	December 31, 2010
Amount recognized in the Balance Sheet	104,810	69,143
Short Term	9,555	2,533
Long Term	95,256	66,610
Amount recognized in Salaries and other benefit in the Profit and Loss Account in respect of compensated leave liability	137,724	111,972

33 RELATED PARTY DISCLOSURES

Other related parties with whom transactions have taken place during the year:

I. Associates

Transworld Logistics & Shipping Services Inc.

II. Joint Venturers

Sealand Warehousing private limited

Gujarat Integrated Maritime Complex private limited

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 Private Limited (Converted into Avadh Marketing LLP w.e.f. December 30, 2011)

Avash Builders And Infrastructure Private Limited

Avash Builders Private Limited (Amalgamated with SKS Netgate Private Limited w.e.f April 1, 2010)

Avash Logistic Park Private Limited

Avashya Corproation Private Limited

Avashya Enterprises Private Limited

Avashya Holdings Private Limited

Conserve Infratech Private Limited (formerly known as Naturecare Properties Private Limited) - Resigned w.e.f 30.01.11)

Contech Estate Private Limited (Converted into Contech Estate LLP w.e.f December 5, 2011)

Energy Health Spas Private Limited (Amalgamated with SKS Netgate Private Limited w.e.f April 1, 2010)

India Tourist And Heritage Village Private Limited

Indport Maritime Egencies Private Limited.

Jupiter Precious Gems and Jewellery Private Limited (formerly Jupiter Machines Private Limited)

N.R. Holdings Private Limited

Panna Estates Private Limited (Converted into Panna Estates LLP w.e.f December 1, 2011)

Poorn Estates Private Limited

Prominent Estate Holdings Private Limited

Sealand Crane Private Limited

Sealand Ports Private Limited

SKS Netgate Private Limited (Converted into SKS Netgate LLP w.e.f. August 1, 2011)

SKS Realty Private Limited (Converted into SKS Realty LLP w.e.f December 1, 2011)

SKS Ventures Private Limited

Talentos (India) Private Limited

Talentos Entertainment Private Limited

Transindia Freight Private Limited

Transindia Freight Services Private Limited

IV. Key Managerial Personnel

Shashi Kiran Shetty

Arathi Shetty

Adarsh Hegde

V. Relatives of Key Management Personnel

Umesh Shetty

Shobha Shetty

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2012

33. RELATED PARTY DISCLOSURES (CONTINUED)

Sr. No.	Nature of Transaction	Associates		Joint Venture		Entities over which key managerial personnel or their relatives exercises significant Influence		Key Managerial Personnel and their relative		Total	
		March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010	March 31, 2012	December 31, 2010
1	MTO Income	30,764	810	-	-	-	-	-	-	30,764	810
2	Rent Paid	-	-	-	-	41,217	29,418	5,400	7,200	46,617	36,618
3	Remuneration to Directors	-	-	-	-	-	-	123,872	83,895	123,872	83,895
4	Salary Paid	-	-	-	-	-	-	35,477	24,340	35,477	24,340
5	Car Hire charges	-	-	-	-	750	600	-	-	750	600
6	MTO Operation expenses	74,503	1,605	-	-	-	-	-	-	74,503	1,605
7	Advances										
	Opening Balance	197	239	4	-	-	-	-	-	201	239
	Add: Advances Given	548	197	-	4	-	-	-	-	548	201
	Less: Advances received back	197	239	4	-	-	-	-	-	201	239
	Closing Balance	548	197	-	4	-	-	-	-	548	201
8	Deposits										
	Opening Balance	-	-	-	-	68,217	-	60,000	60,000	128,217	60,000
	Deposits Given	-	-	-	-	178,209	68,217	-	-	178,209	68,217
	Deposits Received Back	-	-	-	-	-	-	30,000	-	30,000	-
	Closing Balance	-	-	-	-	246,426	68,217	30,000	60,000	276,426	128,217
9	Share Application Money Pending Allotment	-	-	78,500	-	3,500	3,500	-	-	82,000	3,500
10	Professional fees paid	-	-	-	-	-	-	900	720	900	720
11	Management Fees received	-	-	70,000	-	-	-	-	-	70,000	-
	Outstanding balance Receivable/Payable/Deposits										
1	Trade Debtors/Creditors	(3,306)	82	39,708	-	-	-	-	-	36,402	82
2	Remuneration payable	-	-	-	-	-	-	69,375	5,25,000	69,375	525,000

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

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, 2012

- a. MTO Income includes sum received from Transworld Logistics and shipping Services Inc USA ₹ 30,764 thousand.
(During the previous year MTO Income include sum received from Transworld Logistics and Shipping Services Inc USA ₹ 810 thousand).
- b. Rent Paid includes expenses paid/payable to Mr.Shashi Kiran Shetty - ₹ 5,400 thousand, Sealand Cranes Private Limited - ₹ 15,860 thousand, Allnet Infotech Private Limited. - ₹ 14,679 thousand
(Rent Paid during the previous year includes Shashi Kiran Shetty - ₹ 7,200 thousand, SealandCranes Private Limited - ₹ 12,084 thousand, Allnet Infotech Private Limited. - ₹ 11,184 thousand)
- c. Remuneration to Directors includes payment made to Mrs.Aarthi Shetty - ₹ 22,342 thousand, Mr.Adarsh Hegde - ₹ 37,711 thousand, Mr.Shashi Kiran Shetty - ₹ 63,820 thousand
(Remuneration to Directors during the previous year includes Mrs. Aarthi Shetty - ₹ 17,016 thousand, Mr. Adarsh Hegde - ₹ 26,062 thousand, Mr.Shashi Kiran Shetty - ₹ 40,817 thousand)
- d. Salary paid includes payment made to Mr.Umesh Shetty - ₹ 35,477 thousand.
(Salary Paid during the previous year includes Umesh Shetty - ₹ 24,340 thousand)
- e. Car hire Charge Includes expenses paid/payable to Transindia Freight Services Private Limited - ₹ 750 thousand
(Car hire Charges during the previous year Includes Transindia Freight Services Private Limited - ₹ 600 thousand)
- f. MTO expenses includes sum paid to Transworld Logistics and Shipping Services ₹ 74,503 thousands
(During the previous year MTO Expenses paid/payable to Transworld Logistics and Shipping Services Inc USA ₹ 1,605 thousand)
- g. Advance received back during the period includes amount received from Transnepal Freight Services Private Limited - ₹ 197 thousand
(Advances received back during the previous year includes amount received from Transnepal Freight Serviecs Private Limited - ₹ 239 thousand)
- h. Advances given includes amount paid to Transnepal Freight Serviecs Private Limited. - ₹ 548 thousand.
(Advances given during the previous year includes amount paid to Transnepal Freight Serviecs Private Limited - ₹ 197 thousand)
- i. Deposit given includes amount paid to Avash Builders and Infrastructure Private Limited - ₹ 71,985 thousand, Talentos (India) Private Limited - ₹ 70,129 thousand.
(Deposit given during the previous year includes amount paid to Allnet Infotech Private Limited ₹ 30,756 thousand, Sealand Cranes Private Limited)
- j. Deposits repaid includes amount reveived from Mr. Shashi Kiran Shetty - ₹ .30,000 Thousand.
- k. Share Application Money Pending Allotment includes money given to Gujrat Integrated Maritime Complex Limited ₹ 78,500 thousand
(Share Application Money Pending Allotment during the previous year includes money given to Prominent Estates Holdings Private Limited. 3,500 thousand)
- l. Professional Fees Paid includes Mrs. Shobha Shetty - ₹ 900 thousand
(Professional Fees Paid during the previous year includes Mrs. Shobha Shetty - ₹ 720 thousand)
- m. Management fees received during the period includes the amount received from Gujrat Integrated Maritime Complex Limited ₹ 400,000 thousand and Sealand Warehousing Private Limited ₹ 300,000 thousand.
- n. Deposit Receivables includes deposit recived from Allnet Infotech (P) Ltd- ₹ 34,601 thousand *(Previous Year – ₹ 30,756 thousand)*, Avash Builders and Infrastructure Private Limited – ₹ 71,985 thousand, Sealand Cranes Private Limited - ₹ 37,385 thousand *(Previous Year- ₹ 33,231 thousand)*, Shashi Kiran Shetty- ₹ 30,000 thousand *(Previous Year – ₹ 60,000 thousand)*, Talentos (India) Private Limited – ₹ 70,129 thousand.

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- o Trade payable includes the amount payable to Transworld Logistics and Shipping Services Inc. USA ₹ 3,306 thousand.
(Trade Debtors includes the amount receivable from Transworld Logistics and Shipping Services Inc USA ₹ 82 thousands).
- p Trade receivable includes the amount receivable from Gujrat Integrated Maritime Complex Limited ₹ 39,708 thousand.
- q Remuneration payable includes Mrs. Aarthi Shetty – ₹ 19,822 thousand, Mr. Adarsh Hegde- ₹ 23,125 thousand, Mr. Shashi Kiran Shetty- ₹ 26,428 thousand
(Remuneration payable during the previous year includes Mrs. Aarthi Shetty – ₹ 15,000 thousand, Mr Adarsh Hegde- ₹ 17,500 thousand, Mr. Shashi Kiran Shetty- ₹ 20,000 thousand)

34 TRANSFER PRICING

The international transactions of related parties within the Group are at arm's length as per the latest independent accountants report received for the respective individual entities in countries, where such guidelines are applicable. Management believes that the international transactions within the Group post the date of such reports continue to be at arm's length and that the transfer pricing legislations will not have any impact on these financial statements, particularly on amount of tax expense and that of provision for taxation.

35 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 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:

Particulars	Period ended March 31, 2012			Year ended December 31, 2010		
	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	32,805	51,000	₹ 2.00	66,665	52,500	₹ 2.00
Granted	-	-	-	-	-	-
Exercised	14,250	12,500	₹ 2.00	33,860	-	₹ 2.00
Forfeited and lapsed	-	-	2.00	-	1,500	₹ 2.00
Outstanding at the end of the year	18,555	38,500	₹ 2.00	32,805	51,000	₹ 2.00

The options outstanding at March 31, 2012 have an exercise price of ₹ 2/- each and a weighted average contractual life of 1 year.

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

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

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 000's)

Particulars	March 31, 2012	December 31, 2010
Net Profit After Minority Interest as reported	2,845,251	1,659,213
Add:Employee stock option compensation expense as per intrinsic value method	-	635
Less:Employee stock option compensation *expense as per fair value	-	403
Adjusted Proforma Net Profit After Tax	2,845,251	1,659,213
Basic Earnings per share as reported	21.8	12.9
Basic Earnings per share - proforma	21.8	12.9
Diluted Earnings per share as reported	21.8	12.9
Diluted Earnings per share - proforma	21.8	12.9

For purposes of the above proforma disclosures, the estimated grant - date fair value of stock options granted under the ESOS plan 2006 is ₹ Nil* (previous year ₹ 403). The fair values are measured based on the Black - Scholes - Merton formula. Expected volatility, an input in this formula, is estimated by considering historic average share price volatility. The inputs used in the measurement of grant - date fair values for the previous year are as follows:

Particulars	December 31, 2010	
	Series I (Pre Listing)	Series II (Post Listing)
Share price at grant date	₹ 685.88	₹ 786.95
Risk free interest rate	7.20 %	7.50 %
Expected life	4 years	4 years
Expected volatility	Nil	50%
Expected dividend yield	1.5%	1.5%

*Considering the vesting period completed during the previous year, there is no deferred employee compensation cost pending to be charged for the current period ended March 31, 2012.

36 PARTICULARS OF DERIVATIVE INSTRUMENTS ENTERED INTO BY GROUP: -

Particulars of Derivative Instrument acquired for hedging	As at March 31, 2012			
	No. of Instruments	Currency	In 000s	₹ in 000's
a) Principal Only Swap	2	USD	2,330	117,782
	6	EUR	1,405	83,476
b) Interest Rate Currency Swaps	4	SGD	6,588	225,040
	75	USD	78,283	3,643,420
c) Forward Contract towards foreign currency term loan	1	USD	5,081	259,942
d) Forward Contract towards Buyers Credit	1	USD	395	20,184

Particulars of Derivative Instrument acquired for hedging	As on December 31, 2010			
	No. of Instruments	Currency	In 000s	₹ in 000's
Principal Only Swap	-	-	-	-
Interest Rate Currency Swaps	4	EUR	1,086	63,474
	4	SGD	6,558	225,039
	28	USD	24,249	1,114,696

No derivative instruments are acquired for speculation purpose.

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Unhedged foreign currency exposure: -

The foreign currency exposure not covered by forward contracts / other derivative contracts as on March 31, 2012 and December 31, 2010 is given below:

(₹ in 000's)

March 31, 2012			December 31, 2010		
Currency	Foreign Currency	Amount in INR	Currency	Foreign Currency	Amount in INR
Payables			Payables		
USD	7,028	359,480	USD	2,761	127,993
JPY	1,092	700	JPY	485,592	257,020
AUD	5	251	AUD	0	10
CHF	11	639	CHF	1	55
EUR	179	12,420	EUR	67	4,094
GBP	25	2,094	GBP	39	2,767
HKD	21	143	HKD	13	256
SEK	85	681	SEK	28	193
SGD	2	85	SGD	15	540
	8,447	376,494		488,517	392,927
Receivables			Receivables		
USD	4,923	238,305	USD	2,914	123,604
EUR	116	7,506	EUR	20	1,192
GBP	0	19	SEK	2	14
ZAR	12	77			
	5,051	245,908		2,936	124,810

Apart from the aforementioned foreign liability exposure, the Company does not have any foreign currency exposure outstanding as at March 31, 2012.

- 37** During the previous year ended December 31, 2010, the Group has re - assessed the estimated useful life of cranes from January 1, 2010. If the Group had continued with the old estimate of useful life of cranes, the depreciation and the profit before tax and exceptional items for the previous year would have been ₹ 648,380 thousand and ₹ 1,202,731 thousand respectively.
- 38** On April 8, 2011, one of the office premises of the Company located on the 5th and 6th floors of Diamond Square, Kalina, Santacruz East was damaged by fire. The Company had filed a claim with the insurers, who have appointed surveyors to assess the extent of damage / loss to the assets located in the premises damaged by the fire. The claim is under process and accordingly pending finalisation of the claim amount, the loss incurred on account of the fire in the current year aggregating to ₹ 1,005 thousand has been charged to the Profit and Loss Account.

39 DEFERRED TAXATION

Deferred tax asset/Liability included in the Balance Sheet comprises of the following:

(₹ in 000's)

Particulars	March 31, 2012	December 31, 2010
Deferred Tax Liability		
Excess of depreciation/amortization on fixed assets under income tax over depreciation/amortization provided in accounts	923,847	519,102
Deferred Tax Assets		
Provision for Employee Benefits/Other Disallowances	13,858	7,835
Provision for Doubtful Debts	56,778	10,845
Preliminary Expenses under Section 35D	16,903	27,224
Carry Forward Losses	83,279	65,140
	170,812	111,044
Deferred Tax Liability (Net)	753,035	408,058

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40 INVESTMENT IN JOINT VENTURES

The following amounts are included in the consolidated financial statements as per the audited financial statements as available with the Company in respect of the company's interest in joint ventures, 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	Country of Incorporation	Principal Activities	Ownership Interest
1	Sealand Warehousing Private Limited	India	Management Company	50%
2	Gujarat Integrated Maritime Complex Private Limited	India	Ship building business	45%

(₹ in 000's)

Particulars	March 31, 2012	December 31, 2010
I. Assets		
Fixed assets	639,730	16,795
Deferred Tax asset(net)	110	179
Investments	41,960	511,518
Current assets, loans and advances		
a) Cash and bank balances	10,191	130,158
b) Loans and advances	8,807	39,458
II. Liabilities		
Share capital	47,668	46,748
Share application money	78,500	530,000
Reserves & surpluses	529,060	(5)
Loan funds	4,683	Nil
Current liabilities		
a) Liabilities	40,887	121,365
b) Provisions		
III. Income		
Other income	21,584	341
IV. Expenses		
Admin and other expenses	17,210	319
Depreciation	25	-
Provision for taxation (including deferred taxation and Provision for tax for earlier years written back, net)	1,397	32
V. Contingent liabilities	171	157
VI. Capital Commitments	8,953	

- 41** During the period ended March 31, 2012, before acquisition of MHTC Logistics Private Limited ('wholly owned subsidiary'), the said wholly owned subsidiary acquired 364,828 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 ₹ 730 thousand and Profit and Loss Account by ₹ 28,498 thousand to eliminate the holding of Equity Shares held by wholly owned subsidiary.

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

42 a) Proposed Merger of MHTC Logistics Private Limited with the Company:

The Company acquired 100% equity stake of MHTC Logistics Private Limited('MHTC') during the period under review. MHTC is engaged in the business of Project Logistics and Freight Forwarding. Considering the business synergy existing in the Project Logistics business of the Company and MHTC, the Board of Directors of both the companies thought it prudent in the best interest of both the companies to de - merge the Project Logistics business of MHTC in favour of the Company. Accordingly, the Board of Directors of the Company at its meeting held on February 14, 2012 approved de - merger of the Project Logistics business of MHTC in favour of the Company with effect from April 1, 2012 in accordance with provisions of Section 391 to 394 read with Section 78, 100 to 103 of the Companies Act, 1956.

The Scheme of Arrangement comprising of de - merger of the Project Logistics business duly approved by the Board of Directors of both the companies shall be subject to further approval by the Shareholders and Creditors of both the companies and the approval by the Hon'ble Bombay High Court, as such, no impact of the merger is given in the above financial statements.

b) Proposed De-merger of NVOCC Business:

In the meeting held during February 14, 2012, the Board of Directors of the Company has discussed the de - merger of the NVOCC business of the Company and has constituted a Committee of Directors to advise the Board of Directors on determination of the valuation of the said business and suggest share entitlement ratio, formulation of scheme of the arrangements and matters incidental or related thereto. The said committee till date has not concluded on the valuation of the business and resulting scheme of de - merger,as such, no impact of the same is given in the above financial statements.

43 SECURITY DETAILS FOR SECURED LOAN AVAILED BY THE GROUP:

- Buyer's credit is secured against specific Fixed Assets financed by the Bank.
- 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.
- Vehicle finance loans are secured against vehicle financed by the Bank.
- Working Capital Loan and Bank Overdraft is secured against immovable property situated in Mumbai, pari-pasu charge on present and future movable assets, inventories, book debts and personal guarantee of an erstwhile Director of one of the acquired subsidiary.

44 The details of purchases and redemption of investments for the period ended March 31, 2012 and year ended December 31, 2010 are as follows:

Particulars	For the period ended March 31, 2012		
	Face value	No.of Units	Amount(₹'000)
Purchases			
Current Investments			
In Equity Shares			
Gateway Distripark Limited	10	1,931,629	209,577
In Mutual Funds			
Axis MF Treasury Advantage SIPGrowth	10	45,561	52,433
Axis Liquid Fund Inst Growth	10	38,328	40,799
Birla Sun Life Cash Manager Institutional Dividend	10	712,268	71,248
Birla Sun Life Cash Manager Institutional Growth	10	3,303,289	121,200
Birla Sun Life Saving Fund Inst - Growth	10	9,744,144	170,000
Birla Sunlife FRF Longterm Inst Growth	10	1,040,744	130,000
BNP Paribas - Overnight Fund	10	21,987,634	21,988
Birla Sun Life Short Term FMP Series 29 Growth	10	5,000,000	50,000
TFLG TATA Floater Fund - Growth	10	709,712	10,201

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Particulars	For the period ended March 31, 2012		
	Face value	No. of Units	Amount (₹'000)
IDFC Money Manger Fund	10	2,053,943	31,691
DSP Blackrock 3M FMP	10	5,000,000	50,000
DSP Blackrock Stratagic Bond Inst Growth	10	50,933	62,300
DWS Cash Opportunities Fund RP Dividend	10	2,010,288	20,157
DWS Cash Opportunities Fund RP Growth	10	1,415,308	20,000
DWS Money Plus Fund Inst Plan Growth	10	11,774,709	121,468
DWS Treasury Fund Cash Inst plan Growth	10	28,597,871	313,119
DWS Treasury Fund Investment INST Dividend	10	5,304,276	53,264
DWS Treasury Fund Investment INST Growth	10	4,413,504	53,000
DWS ultra Short Fund Dvd	10	4,978,008	49,869
DWS Ultra Short Term Fund Growth	10	11,597,204	138,369
DWS Cash Opportunities Fund - Regular Plan Growth	10	2,830,525	40,316
DWS Treasury Fund Investment - Institutional Plan Growth	10	8,826,424	106,535
Edelweiss Fixed Maturity Plan - Series 5 (91 Days) - Growth Plan	10	12,033,291	120,333
Edelweiss Fixed Maturity Plan 91 Days FMP	10	4,033,301	40,333
Edelweiss Liquid Fund	10	9,770,014	100,000
Edelweiss Ultra Short Term Bond Fund Growth	10	14,377,715	180,000
Fidelity Cash Fund SI Growth	10	12,052,305	160,000
ICICI Prudential MF FRP Growth	10	322,376	50,000
IDFC Cash Fund SI Plan C Growth	10	1,687,611	20,186
IDFC Saving Advantage Fund Growth	10	1,687,611	20,032
J.M.Money Manager Fund Regular plan - Growth	10	27,255,390	289,452
J.M.Money Manager Fund Super Plus plan Growth	10	20,646,270	304,400
J.M.Money Manager Fund Regular plan - Dividend	10	15,238,279	152,553
J.M.Money Manager Fund Super Plus plan - Dividend	10	5,328,225	53,310
JM Money Manager Fund Regular Plan - Growth (168)	10	29,131,485	432,078
JM Money Manager Super Plus Plan - Growth (172)	10	24,164,580	366,149
J.M.Short Term Institutional Growth	10	3,887,779	55,826
J.M.Short Term Institutional Dividend	10	2,830,655	28,326
JP Morgan India Short Term Income Fund Growth	10	93,578,372	1,017,406
J.P.Morgan India Short Term Income Fund Dividend	10	27,244,171	272,976
J.P.Morgan India Treasury SIP Dividend	10	240,587	2,414
J.P.Morgan India Treasury SIP Growth	10	25,024,000	328,770
JP Morgan India Liquid Fund - ST	10	19,096,637	242,386
Kotak Flexi Debt Scheme Inst Dvd	10	2,999,050	30,133
Kotak Flexi debt Scheme Institutional Growth	10	4,765,411	60,133
Kotak Floater Short Term - Growth	10	1,300,495	20,247
Kotak Liquid Inst Prem	10	2,570,892	50,000
L & T super Inst Plan Cumulative	10	10,576,541	142,500
L & T Ultra Short Term Fund Inst	10	631,672	10,000
Peerless Liquid Fund - Super Inst Growth	10	4,761,633	50,000
Peerless Short Term - Regular Growth	10	6,319,536	71,427
Peerless Short Term Regular Dvd	10	6,404,245	71,427
Peerless Ultra Short Term Fund SI Growth	10	74,199,466	709,624
Peerless Ultra Short term fund SI dvd	10	29,696,329	297,124
Pramerica Ultra Short Term Growth	10	36,073	40,000
Reliance Liquid Fund Cash Plan - Growth	10	8,547,356	195,055
Reliance Liquid Fund Treasury Plan	10	4,775,220	52,000
Reliance Quarterly Interval Fund - Series III Institutional Growth Plan	10	3,447,349	50,000
Reliance Money Manager	10	122,856	163,000
Religare Credit Opportunity Fund Dividend	10	2,628,408	26,292
Religare Credit Opportunity Fund Growth	10	10,442,606	123,376
Religare Ultra Short Term Fund - Inst Growth	10	243,375	349,244

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Particulars	For the period ended March 31, 2012		
	Face value	No. of Units	Amount (₹'000)
Religare Ultra Short Term Fund Dividend	10	86,097	86,244
Sundaram Money Fund Institutional	10	2,006,149	40,000
Sundaram Ultra ST Fund Super Inst Growth	10	5,895,926	81,500
Tata Liquid Fund	10	46,510	52,000
Taurus Liquid Fund SI Growth	10	66,052	70,000
Taurus Short Term Bond SIP Dividend	10	36,505	55,921
Taurus Short Term Bond SIP Growth	10	86,734	155,000
Taurus Short Term Income Fund - Dividend Plan	10	113,193	208,070
Taurus Ultra Short Bond Fund SI Dividend	10	124,785	125,002
Taurus Ultra Short Term Bond Fund - Super Instl Growth	10	686,864	782,875
Templeton FRF Income SIP Growth	10	60,892	85,000
Templeton India Treasury MASIP	10	9,722,404	90,000
Templeton India Ultra Short Bond	10	251,702	126,200
UTI Money Market Mutual Fund	10	36,039	273,323
UTI Treasury Advanatage Fund Growth		124,785	51,000
J P morgan Super Institutional DDRP	10	1,570,907	15,723
DWS Money Plus Fund	10	17,013	171
			10,985,076

Sales

Current Investments

In Equity Shares

Gateway Distripark Limited	10	2,262,988	282,477
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In Mutual Fund

Axis MF Treasury Advantage SIPGrowth	10	45,561	52,433
Axis Liquid Fund Inst Growth	10	38,328	41,166
Axis Mutual Fund	10	7,139	7,138
Birla Sun Life Cash Manager Institutional Dividend	10	712,268	71,248
Birla Sun Life Cash Manager Institutional Growth	10	3,303,289	121,331
Birla Sun Life Saving Fund Inst - Growth	10	9,744,144	171,610
Birla Sunlife FRF Longterm Inst Growth	10	1,040,744	131,084
Birla Sun Life Dynamic Bond Fund	10	2,539,650	40,000
BNP Paribas Overnight	10	389,785	50,000
BNP Paribas - Overnight Fund	10	21,987,634	333,597
TFLG TATA Floater Fund - Growth	10	709,712	10,215
IDFC Money Manger Fund	10	2,053,943	31,712
DSP Blackrock 3M FMP	10	5,000,000	51,197
DSP Blackrock Stratagic Bond Inst Growth	10	50,933	62,910
DWS Cash Opportunities Fund RP Dividend	10	2,010,288	20,157
DWS Cash Opportunities Fund RP Growth	10	1,415,308	20,153
DWS Money Plus Fund Inst Plan Growth	10	11,774,709	122,619
DWS Treasury Fund Cash Inst plan Growth	10	28,597,871	315,246
DWS Treasury Fund Investment INST Dividend	10	5,304,276	53,264
DWS Treasury Fund Investment INST Growth	10	4,413,504	53,234
DWS Treasury Fund Investment - Institutional Plan Growth	10	4,413,504	53,271
DWS Treasury Fund	10	5,096,241	51,216
DWS ultra Short Fund Dvd	10	4,978,008	49,869
DWS Ultra Short Term Fund Growth	10	11,597,204	140,203
Edelweiss Fixed Maturity Plan 91 Days FMP	10	4,033,301	41,238
Edelweiss Fixed Maturity Plan - Series 5 (91 Days) - Growth Plan	10	4,033,301	39,074
Edelweiss Liquid Fund	10	9,770,014	100,774
Edelweiss Ultra Short Term Bond Fund Growth	10	14,377,715	181,528

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Particulars	For the period ended March 31, 2012		
	Face value	No. of Units	Amount (₹'000)
Fidelity Cash Fund SI Growth	10	12,052,305	160,827
HDFC FMP 100D	10	4,038,078	40,381
ICICI Prudential MF FRP Growth	10	322,376	50,071
IDFC Cash Fund SI Plan C Growth	10	1,687,611	20,674
IDFC Saving Advantage Fund Growth	10	1,687,611	20,186
IDFC Ultra Short Term Fund	10	1,536,900	20,157
IDFC FMP Quarterly	10	1,000,000	10,000
J.M.Money Manager Fund Regular plan - Growth	10	27,255,390	393,936
J.M.Money Manager Fund Super Plus plan Growth	10	20,646,270	305,579
J.M.Money Manager Fund Regular plan - Dividend	10	15,238,279	152,553
J.M.Money Manager Fund Super Plus plan - Dividend	10	5,328,225	53,310
JM Money Manager Fund Regular Plan - Growth (168)	10	27,255,390	391,637
J.M.Short Term Institutional Growth	10	3,887,779	57,251
J.M.Short Term Institutional Dividend	10	2,830,655	28,326
JP Morgan India Short Term Income Fund Growth	10	93,578,372	1,028,424
J.P.Morgan India Short Term Income Fund Dividend	10	27,244,171	272,959
J.P.Morgan India Treasury SIP Dividend	10	240,587	2,414
J.P.Morgan India Treasury SIP Growth	10	25,024,000	330,434
JP Morgan India Liquid Fund - ST	10	19,096,637	242,447
JP Morgan India Liquid	10	5,111,428	51,154
Kotak Flexi Debt Scheme Inst Dvd	10	2,999,050	30,133
Kotak Flexi debt Scheme Institutional Growth	10	4,765,411	60,303
Kotak Floater Short Term - Growth	10	1,300,495	20,629
Kotak Liquid (Institutional Premium)		2,570,892	48,440
Kotak Liquid Inst Prem	10	2,570,892	50,601
Kotak Floater Short Term	10	1,300,495	20,247
Kotak Quarterly Interval Plan	10	2,801,837	31,128
L & T super Inst Plan Cumulative	10	10,576,541	142,868
L & T Ultra Short Term Fund Inst	10	631,672	10,201
LIC MF Income Plus Fund	10	4,456	45
LIC MF Liquid Fund	10	7,446,727	81,765
Peerless Liquid Fund - Super Inst Growth	10	4,761,633	50,872
Peerless Short Term - Regular Growth	10	6,319,536	71,705
Peerless Short Term Regular Dvd	10	6,404,245	71,427
Peerless Ultra Short Term Fund SI Growth	10	74,199,466	715,866
Peerless Ultra Short term fund SI dvd	10	29,696,329	297,124
Pramerica Ultra Short Term Growth	10	36,073	40,153
Reliance Liquid Fund Cash Plan - Growth	10	8,547,356	198,300
Reliance Liquid Fund Treasury Plan	10	4,775,220	52,388
Reliance Money Manager	10	122,856	163,788
Reliance Equity opportunities Fund	10	435,645	4,500
Reliance Liquid Fund - Cash Plan	10	6,430,438	100,000
Religare Credit Opportunity Fund Dividend	10	2,628,408	26,292
Religare Credit Opportunity Fund Growth	10	10,442,606	124,930
Religare Ultra Short Term Fund - Inst Growth	10	243,375	351,087
Religare Ultra Short Term Fund Dividend	10	86,097	86,244
Sundaram Money Fund Institutional	10	2,006,149	40,272
Sundaram Ultra ST Fund Super Inst Growth	10	5,895,926	81,807
Sundaram Money Fund	10	2,006,149	38,752
Tata Liquid Fund	10	46,510	52,013
Taurus Liquid Fund SI Growth	10	66,052	70,190
Taurus Short Term Bond SIP Dividend	10	36,505	55,937

CONSOLIDATED FINANCIAL STATEMENTS

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Particulars	For the period ended March 31, 2012		
	Face value	No. of Units	Amount (₹'000)
Taurus Short Term Bond SIP Growth	10	86,734	156,705
Taurus Short Term Income Fund - Dividend Plan	10	86,734	154,458
Taurus Ultra Short Bond Fund SI Dividend	10	124,785	125,002
Taurus Ultra Short Term Bond Fund - Super Instl Growth	10	686,864	790,386
Templeton FRF Income SIP Growth	10	5,821,026	85,453
Templeton India Treasury MASIP	10	60,892	90,209
Templeton India Ultra Short Bond	10	9,722,404	125,599
TFLG TATA Floater Fund - Growth	10	4,277,626	61,110
UTI Money Market Mutual Fund	10	251,702	275,751
UTI Money Market Fund	10	56,926	61,222
UTI Treasury Advanatage Fund Growth	10	36,039	51,325
Franklin Templeton Floating Rate Income Fund Growth	10	121,376	1,500
			11,501,411

Particulars	For the period ended December 31, 2010		
	Face value	No. of Units	Amount (₹'000)
Purchases			
Current Investments			
In Equity Shares			
Gateway Distripark Limited	10	375,000	39,183
In Mutual Funds			
Religare Credit OpportuintiesFund - Institutional Growth	10	2,922,524	30,000
Religare Ultra Short TermFund - Institutional Growth	10	11,785,319	150,000
Axis Liquid Fund IP	1000	216,745	226,932
Reliance Medium Term Fund - Retail Plan - Growth	10	9,322,762	180,000
LIC MF Interval Fund	10	13,365,510	158,146
LIC MF Liquid Fund	10	15,245,700	262,868
LIC MF Saving Plus Fund	10	60,178,454	888,080
Fortis Money Plus Fund	10	14,936,729	210,000
Birla Sunlife Ultra Short Term Fund - Institutional Growth	10	27,168,408	300,000
Birla Sunlife Cash Plus IP	10	10,065,576	150,681
DWS Treasury Fund Cash Institutional	10	50,000,000	50,000
J P Morgan India Treasury Fund	10	17,292,158	210,748
JP Morgan India Liquid Fund - SIP	10	12,443,416	151,822
Kotak Floater Long Term	10	6,757,350	100,000
Kotak Liquid (Institutional Premium)	10	7,864,874	150,225
Kotak Floater Short Term	10	4,817,389	75,000
Templeton India Ultra Short Bond Fund Super Inst	10	21,145,255	253,606
ICICI Prudential Ultra Short Term Plan Premium Plus Growth	10	14,490,514	150,000
SBNPP Ultra ST Fund Super Inst.Growth	10	7,954,753	100,000
Fidelity Ultra Short Term Debt Fund Super Institutional	10	8,290,705	100,000
Fidelity Cash Fund SP	10	7,883,901	100,438
JM MONEY MANAGER FUND - SUPER PLUS PLAN	10	9,978,301	130,000
JM High Liquidity Fund IP	10	3,354,962	50,000
TFLG TATA Floater Fund - Growth	10	6,478,781	92,194
Reliance Quarterly Interval Fund IG Series III	10	1,575,175	20,000
Reliance Medium Term Fund - Retail Plan	10	2,067,344	40,000
Reliance Quarterly Interval Fund IG Series II	10	1,564,321	20,000
ICICI Prudential Flexible Plan Premium Growth	100	345,132	60,000
IDFC Money Manger Fund	10	1,336,228	20,000
HDFC High Interest Fund Short	10	2,134,791	40,000

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Particulars	For the period ended December 31, 2010		
	Face value	No. of Units	Amount (₹'000)
HDFC Cash Management Fund	10	1,954,432	40,000
HDFC FMP 35D August 2010	10	2,000,000	20,000
HDFC FMP 35D	10	2,032,000	20,320
HDFC FMP 35D Sept 2010	10	2,014,540	20,145
Birla Sun Life Dynamic Bond Fund	10	2,539,650	40,000
HDFC FMP 100D September 2010 (5) - Growth - Series XIV	10	4,038,079	40,381
IDFC Ultra Short Term Fund Growth	10	1,536,900	20,157
IDFC FMP Quarterly Series 60 Growth	10	1,000,000	10,000
Kotak Quarterly Interval Plan Series 10	10	2,801,837	31,128
JP Morgan India Treasury	10	4,995,554	50,000
JP Morgan India Liquid	10	5,001,996	50,059
LIC MF Saving Plus	10	8,000,000	80,000
LIC MF Liquid Fund	10	7,293,188	80,080
DWS Treasury Fund	10	4,975,273	51,216
Canara Robeco	10	33,655	418
Fortis Money Plus	10	23,040	230
HDFC Cash Management	10	90,144	904
Templeton Fund	10	71,354,471	21,077
Pipavav Shipyard Limited	10	484,000	19,826
Sundaram Money Fund	10	2,006,149	40,000
BNP Paribas Overnight	10	20,826,273	300,671
UTI Money Market Fund	1000	56,926	61,223
Reliance Liquid Fund - Cash Plan	10	6,430,438	100,000
BSL Interval Income Fund	10	2,000,000	20,000
DWS Money Plus Fund	10	5,375	54
			5,627,812

Sales**Current Investments****In Mutual Funds**

Religare Credit Opportunities Fund - Institutional Growth	10	2,922,524	30,555
Religare Ultra Short Term Fund - Institutional Growth	10	11,785,319	150,494
Axis Liquid Fund IP	1000	171,417	180,565
Reliance Medium Term Fund - Retail Plan - Growth	10	9,322,762	180,238
DWS Treasury Fund Cash Institutional	10	4,816,677	50,684
LIC MF Interval Fund	10	13,365,510	161,223
LIC MF Liquid Fund	10	15,245,700	263,146
LIC MF Saving Plus Fund	10	60,178,454	892,333
Fortis Money Plus Fund	10	31,116,244	436,534
Birla Sunlife Ultra Short Term Fund - Institutional Growth	10	27,168,408	301,812
Birla Sunlife Cash Plus IP	10	10,065,576	152,150
J P Morgan India Treasury Fund	10	17,292,158	210,836
JP Morgan India Liquid Fund - SIP	10	12,443,416	152,854
Kotak Floater Long Term	10	16,246,236	238,156
Kotak Liquid (Institutional Premium)	10	5,293,982	100,750
Kotak Floater Short Term	10	3,516,894	55,000
Templeton India Ultra Short Bond Fund Super Inst	10	39,246,680	468,836
ICICI Prudential Ultra Short Term Plan Premium Plus Growth	10	14,490,514	150,862
SBNPP Ultra ST Fund Super Inst.Growth	10	7,954,753	100,399
Fidelity Ultra Short Term Debt Fund Super Institutional	10	8,290,705	100,438
Fidelity Cash Fund SP	10	7,883,901	101,940
JM MONEY MANAGER FUND - SUPER PLUS PLAN	10	9,978,301	131,039
JM High Liquidity Fund IP	10	3,354,962	50,294

CONSOLIDATED FINANCIAL STATEMENTS

SCHEDULES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Particulars	For the period ended December 31, 2010		
	Face value	No. of Units	Amount (₹'000)
TFLG TATA Floater Fund - Growth	10	2,201,155	31,128
Reliance Quarterly Interval Fund IG Series III	10	1,575,175	20,356
Reliance Medium Term Fund - Retail Plan	10	2,067,344	40,146
Reliance Quarterly Interval Fund IG Series II	10	1,564,321	20,327
ICICI Prudential Flexible Plan Premium Growth	10	345,132	60,440
IDFC Money Manger Fund	10	1,336,228	20,077
HDFC High Interest Fund Short	10	2,134,791	40,384
HDFC FMP 35D	10	2,032,000	20,472
HDFC Cash Management Fund	10	1,954,432	40,418
HDFC FMP 35D August 2010	10	2,000,000	20,145
HDFC FMP 35D Sept 2010	10	2,014,540	20,275
JP Morgan India Treasury	10	8,128,056	81,353
LIC MF Saving Plus	10	8,007,994	80,080
Canara Robeco	10	2,104,754	26,114
Fortis Money Plus	10	1,050,051	10,504
HDFC Cash Management	10	4,157,920	41,710
Templeton Fund	10	9,232,892	92,431
Pipavav Shipyard Limited		484,000	24,214
BNP Paribas Overnight	10	17,436,488	253,155
Reliance Money Manager Fund - Institutional	1000	81,614	101,418
LIC MF Income Plus Fund	10	8,294,831	103,171
LIC MF Floating Rate Fund	10	13,562,851	207,704
BSL Interval Income Fund	10	2,000,000	20,156
			6,037,316

45 PRIOR YEAR COMPARATIVES

The figures for the previous year (12 months) are strictly not comparable to those of the current period, which comprises 15 months and have been regrouped/ rearranged as necessary to conform to current period's presentation.

For Appan & Lokhandwala Associates

Chartered Accountants
Firm Registration No. 117040W

For B S R & Co.

Chartered Accountants
Firm Registration No. 101248W

For and on behalf of the Board

Shashi Kiran Shetty
Chairman & Managing Director

Keki Elavia
Director

M. Subramanian

Partner
Membership No. 111106

Vijay Bhatt

Partner
Membership No. 036647

S. Suryanarayanan

Director Finance

Shailesh Dholakia

Company Secretary

Place : Mumbai
Dated : May 30, 2012

Place : Mumbai
Dated : May 30, 2012

FINANCIAL HIGHLIGHTS OF SUBSIDIARIES FOR THE FIFTEEN MONTHS ENDED MARCH 31, 2012

(₹ in '000)

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 Limited	17,298	316,664	310,396	310,396	600	3,103,726	(14,228)	(3,135)	(11,093)	-
2	Contech Transport Services Private Limited	1,300	13,103	164,919	164,919	115,243	114,422	1,528	259	1,269	-
3	Ecu Line (India) Private Limited	100	(165)	(65)	(65)	-	-	(45)	-	(45)	-
4	Allcargo Shipping Co. Private Limited (Formerly known as AGL Ports Private Limited)	7,493	398,178	406,862	406,862	-	643,995	63,669	1,504	62,166	-
5	South Asia Terminals Private Limited	65,250	(84,229)	148,716	148,716	-	189,533	(36,674)	-	(36,674)	-
6	Southern Terminal & Trading Private Limited (Formerly known as AGL Terminals Private Limited)	100	20,139	20,239	20,239	22,917	-	24,718	4,450	20,268	-
7	AGL Warehousing Private Limited	15,042	332,003	347,045	347,045	-	-	(17,213)	-	(17,213)	-
8	Allcargo Logistic Park Private Limited	75,840	(26,749)	191,995	191,995	-	16,748	(20,529)	6,220	(26,749)	-
9	Ecu International (Asia) Private Limited	517	2,041	2,690	2,690	2,561	140	138	21	116	-
10	Complech Solutions Private Limited	14,500	(1,456)	53,504	53,504	-	-	(576)	-	(576)	-
11	Anfin Consulting Private Limited	100	15,088	18,398	18,398	19,830	-	18,541	3,402	15,139	-
12	Transindia Logistic Park Pvt Limited (Formerly known as Universal Container Freight Station Private Limited)	120	136,703	443,028	443,028	3,088	-	5,084	(288)	5,372	-
13	MHTC Logistics Private Limited	2,000	143,858	282,766	282,766	66,539	663,359	12,726	3,403	9,324	-
14	Compline Indian Agencies Private Limited	305	(299)	305	305	100	433	417	1	416	-
15	HC Logistics Limited	500	(28)	500	500	-	-	(41)	(13)	(28)	-
16	Credo Shipping Agencies (I) Private Limited	100	(19)	100	100	-	-	(11)	(3)	(8)	-
17	Ecu Line Abu Dhabi LLC	2,093	32,523	36,413	36,413	-	34,032	7,537	-	7,537	-
18	Ecu Line Algerie sarl	696	24,165	45,684	45,684	-	82,252	20,199	4,956	15,243	-
19	Ecu Logistics SA	188	12,585	20,908	20,908	-	193,315	11,992	2,978	9,013	-
20	Ecu-Line Australia Pty. Limited	5,322	4,835	74,951	74,951	-	763,173	57,613	17,681	39,932	42,064
21	Ecuhold N.V.	214,538	1,411,158	2,924,763	2,924,763	3,105	48,169	11,178	3,787	7,391	-
22	Allcargo Belgium N.V.	785,910	(49,015)	1,889,095	1,889,095	-	31,120	(14,232)	3	(14,235)	-
23	Ecubro N.V.	5,337	(9,685)	895	895	-	4,573	3,030	1	3,029	-
24	Ecu International N.V.	4,237	(72,782)	1,200,549	1,200,549	-	384,788	9,659	7,219	2,441	-
25	Ecu-Tech BVBA	1,271	(5,435)	26,242	26,242	-	57,189	(702)	19	(720)	-
26	Ecu-Line N.V.	84,742	149,069	742,123	742,123	1,059	5,075,507	46,950	19,932	27,018	-
27	Ecu-Logistics N.V.	47,018	(15,013)	257,002	257,002	-	698,904	6,440	30	6,410	-
28	AGL N.V. (Formerly known as RMK N.V.)	2,241,361	(61,129)	2,431,014	2,431,014	-	264	(1,780)	-	(1,780)	-
29	HCL Logistics NV (Ecu Air NV)	27,336	(10,753)	54,005	54,005	-	606,979	(3,792)	3	(3,795)	-
30	Ecu Global Services NV (Formerly known as IPTS)	165,885	(182,317)	98,641	98,641	-	5,361	(15,494)	-	(15,494)	-
31	Ecu Logistics do Brasil Ltda	1,533	(77,910)	24,648	24,648	-	342,417	21,717	2,267	19,449	-
32	Flamingo Line do Brasil Ltda	1,406	(27,256)	353	353	-	-	(395)	-	(395)	-
33	Ecu Line Bulgaria EOOD	175	(6,600)	5,819	5,819	-	39,133	(2,770)	-	(2,770)	-
34	Ecu-Line Canada Inc.	5	(4,201)	70,155	70,155	-	774,725	(9,680)	(695)	(8,984)	-
35	ECU Line Chile S.A.	3,170	41,713	92,300	92,300	-	534,619	12,876	3,756	9,120	-
36	Cargo Freight Station S.A.	3,256	3,465	36,899	36,899	-	163,066	1,082	737	345	-
37	Flamingo Line Chile S.A.	1,057	282	1,337	1,337	-	598	(31)	-	(31)	-
38	ECU Line Guangzhou Limited	81,654	(13,346)	278,471	278,471	-	1,166,210	(13,061)	20	(13,082)	-
39	Ecu Line De Colombia S.A.	10,672	(133)	20,221	20,221	-	122,327	234	123	111	-
40	Conecli International S.A.	2	4,079	10,149	10,149	-	64,416	4,962	445	4,517	739
41	Ecu Line Middleeast LLC	4,187	292,529	415,107	415,107	-	889,409	47,307	-	47,307	-
42	Eurocentre FZCO	18,142	74,249	93,455	93,455	-	29,288	11,307	-	11,307	-
43	Asia Line Limited	132,088	23,559	170,468	170,468	-	94,321	(7,665)	-	(7,665)	-
44	ECU Heavy Lift, W.L.L. (Upto May 12, 2011)	-	-	-	-	-	36,616	36,751	-	36,751	-
45	Ecu Line Del Ecuador S.A.	512	4,109	22,949	22,949	-	184,682	8,664	2,626	6,038	2,361
46	Flamingo Line del Ecuador S.A.	205	634	2,090	2,090	-	19,786	1,070	205	865	62
47	Ecu Line Egypt Limited	851	6,974	31,303	31,303	-	188,260	40,316	8,063	32,253	31,444
48	Flamingo Line El Salvador SA de CV	703	1,071	3,742	3,742	-	12,115	1,615	80	1,535	-
49	Ecu-Line (Germany) GmbH	63,946	66,427	357,406	357,406	-	1,849,944	60,513	18,128	42,385	-
50	ELWA (Ghana) Limited	79	(38)	3,995	3,995	-	29,797	(44)	-	(44)	-
51	Flamingo Line de Guatemala S.A.	41	1,552	4,001	4,001	-	14,393	1,913	530	1,383	-
52	Ecu-Line Hong Kong Limited	9,899	87,704	229,472	229,472	-	1,056,301	48,446	8,225	40,221	-
53	Ecu International Far East Limited	66	67,585	338,825	338,825	-	290,669	38,565	-	38,565	136,424

FINANCIAL HIGHLIGHTS

FINANCIAL HIGHLIGHTS OF SUBSIDIARIES FOR THE FIFTEEN MONTHS ENDED MARCH 31, 2012

(₹ in '000)

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
54	ECU Line Italia srl	4,100	32,851	341,313	341,313	-	1,273,173	25,867	14,111	11,756	-
55	ECU Line Cote d'Ivoire Sarl	8,853	(9,965)	12,724	12,724	-	60,716	139	473	(334)	-
56	Ecu Line Japan Limited	18,683	(25,437)	159,769	159,769	-	2,157,336	9,978	0	9,978	-
57	Jordan Gulf for Freight Services and Agencies Company LLC	3,627	6,804	28,695	28,695	-	203,106	6,540	1,060	5,480	3,301
58	Ecu Line Kenya Limited	2,512	17,056	36,625	36,625	-	191,092	6,024	1,913	4,111	-
59	Ecu Shipping Logistic (K) Limited	628	333	1,076	1,076	606	409	259	78	182	-
60	ECU-Line (Johar Bahora) Sdn Bhd	3,347	4,327	24,051	24,051	-	126,939	(8,657)	-	(8,657)	-
61	Ecu-Line Malta Limited	796.33	1,389	1,389	-	-	-	-	-	-	-
62	aEcu-Line (Indian Ocean Islands) Limited	1,242	1	3,955	3,955	-	26,520	1,657	590	1,067	2,074
63	ECU Line Mediterranean Limited	584	1,634	7,987	7,987	-	88,758	1,761	209	1,552	-
64	CELM Logistics S.A. De C.V.	200	(5,357)	34,880	34,880	-	41,459	9,386	4,036	5,350	-
65	Ecu Logistics de Mexico SA de CV	200	9,933	98,344	98,344	-	551,713	11,965	6,228	5,737	-
66	ECU Line Maroc S.A.	3,067	18,696	74,604	74,604	-	266,041	18,388	5,946	12,442	-
67	Ecu Line Rotterdam	58,362	(21,896)	308,974	308,974	-	662,186	3,717	-	3,717	-
68	Ecu Line NZ Limited	4	2,296	24,594	24,594	-	179,416	13,157	3,001	10,157	10,612
69	ECU-Line de Panama S.A.	1,281	11,407	23,565	23,565	-	161,258	11,444	86	11,358	-
70	Ecu-Line Paraguay S.A.	610	(93)	1,415	1,415	-	13,999	(162)	9	(171)	-
71	ECU-Line Peru S.A.	972	3,405	52,941	52,941	-	395,063	6,431	3,352	3,079	-
72	Flamingo Line Peru S.A	661	3,885	6,085	6,085	-	23,510	5,168	1,693	3,475	-
73	Ecu Line Philippines Inc.	11,953	580	34,265	34,265	-	193,437	1,680	1,296	383	-
74	Ecu-Line Polska Sp. z o.o.	823	2,017	14,398	14,398	-	145,312	662	34	628	1,025
75	Ecu Line Doha W.L.L.	2,817	8,926	18,763	18,763	-	97,889	4,766	-	4,766	-
76	Ecu-Line Romania SRL	83	3,178	13,817	13,817	-	99,232	395	72	323	-
77	Rotterdam Freight Station BV	1,230	776	19,849	19,849	-	158,223	2,054	-	2,054	-
78	Ecu Line Singapore Pte. Limited	61,087	83,105	425,424	425,424	-	1,161,461	85,448	14,526	70,922	37,574
79	Ecu Line South Africa (Pty.) Limited	1	9,580	82,929	82,929	-	889,228	33,544	9,413	24,131	14,759
80	ECU Line Spain S.L.	8,337	11,311	79,860	79,860	-	605,691	(1,916)	(136)	(1,781)	-
81	Mediterranean Cargo Centers S.L. (MCC)	8,201	(53,894)	11,278	11,278	-	61,721	(13,717)	33	(13,750)	-
82	Ecu Line (Thailand) Co.Limited	8,327	23,005	81,907	81,907	-	765,866	13,235	3,639	9,596	12,469
83	Société Ecu-Line Tunisie Sarl	3,424	(11,992)	31,415	31,415	-	124,891	2,404	1,044	1,359	-
84	Ecu Uluslarasi Tas. Ve Ticaret Limited Sti.	6,448	15,698	62,669	62,669	-	359,501	17,781	3,342	14,439	1,119
85	Ecu-Line UK Limited	57,356	20,551	173,869	173,869	-	912,269	11,917	3,462	8,456	-
86	Deolix SA	2,700	1,038	7,386	7,386	-	57,650	(186)	199	(385)	-
87	DLC	150,126	(3,044)	153,157	153,157	-	-	(22,323)	-	(22,323)	135,834
88	ELV Multimodal C.A.	287	61,175	73,655	73,655	-	139,200	30,664	7,240	23,424	-
89	Administradora House Line C.A.	12	9,028	9,850	9,850	-	4,506	4,149	704	3,446	-
90	Consolidadora Ecu Line CA	5	-	5	5	-	-	-	-	-	-
91	Ecu Line Vietnam Joint Venture Company Limited	3,935	16,233	50,456	50,456	-	331,625	20,567	4,066	16,501	-
92	Eurocentre Milan SRL	683	46,080	64,280	64,280	-	120,544	32,148	10,856	21,292	-
93	Ecu Line Switzerland GmbH	2,836	2,085	31,963	31,963	-	236,686	1,434	239	1,195	-
94	Guldary S.A.	270	145,739	214,112	214,112	-	775,111	26,743	1,389	25,354	-
95	S.H.E. Maritime Services Limited	273	20,698	119,706	119,706	-	842,116	9,184	2,368	6,817	2,812
96	CCC Limited	1,187,109	256,504	1,721,776	1,721,776	-	896,629	194,768	-	194,768	-
97	Star Express Company Limited	1,187,109	-	1,187,109	1,187,109	-	-	-	-	-	-
98	SSCC Limited	-	43,549	43,550	43,550	-	-	-	-	-	-
99	CCSS Limited	43,245	3,191	102,502	102,502	3,653	1,277,365	1,099	328	771	-
100	Ecu Line Lanka (Private) Limited	-	(661)	14,104	14,104	-	124,101	(886)	-	(886)	-
101	PT Eka Consol Utama Line	1,682	(5,072)	31,528	31,528	-	156,421	(4,485)	330	(4,815)	-
102	Ecu Line Czeche s.r.o	552	(6,711)	14,739	14,739	-	97,457	(1,872)	-	(1,872)	-
103	Ecu Line Hungary Kft	1,159	(3,975)	4,444	4,444	-	35,823	(3,006)	-	(3,006)	-
104	Translogistik International Spedition GmbH	1,709	6,431	26,269	26,269	-	142,309	7,536	2,576	4,960	-

Notes: 1 Balance Sheet items are translated at closing exchange rate of 01 Euro = INR 68.34

2 Profit / (Loss) items are translated at Average exchange rate of 01 Euro = INR 65.68



