



Shreyas

Shipping and Logistics LTD

25TH

Annual Report
2012-13



Shreyas
Relay Systems LTD

transworld
GROUP

OUR VISION

To be a premier organization, which offers total shipping solutions by providing high quality innovative services to its customers, stakeholders and is the market leader and the trendsetter in the Indian Sub Continent, Arabian Gulf & South East Asia region.

OUR MISSION

We are committed to provide total transportation through quality service and be the customer's first choice.

OUR VALUES

Trust and Openness

"We believe in trust & openness in all our dealings"

Mutual Respect

"We believe in respecting the dignity of individuals"

Quality

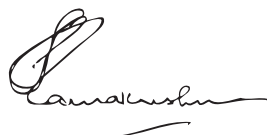
"We are dedicated to customer driven quality, constantly striving to improve our process & services guided by the changing needs of the customers"

Excellence

"We believe in continuously improving upon our own benchmarks"

Customer Orientation

"The concerns & needs of the customers are the guiding force behind all our endeavours"



S. Ramakrishnan
Chairman



Shreyas

Shipping and Logistics LTD

Our logo is the most visible element of our identity – a universal signature across all Transworld communications.

It is a guarantee of quality that unites our diverse business profile.

It is designed to look and speak the multicoloured, dynamic and constantly shaping ambitions of Transworld.

As the logo is such a recognisable and highly visible brand asset, it is vital that we always apply it consistently wherever it appears.

transworld
GROUP



25 Years Milestones

- **First** Indian feeder operating Company
- **First** to commence coastal feeder services from Kandla, Cochin and Tuticorin
- **First** to use JNPT for transshipments of Exim cargo
- **First** to commence an Indo-Pak direct container shipping service
- **First** in India to offer land-sea-land logistics solutions
- **First** Indian feeder operating Company to obtain ISO 9002 certification
- Dedicated the maiden call of OEL KOCHI to the nation on the eve of 65th Independence Day.
- Mr. S. Ramakrishnan, Chairman & Managing Director honoured as the Maritime Personality of the Year by Maritime & Logistics Awards (MALA) in 2011.
- Recipient of MALA Awards for "Shipping Line of the Year- Coastal Operator" for three consecutive years 2010, 2011, 2012
- Recipient of Gujrat Star Awards "Shipping Line of the Year- Coastal Operator" in 2012

Chairman's Statement

Dear Shareholders,

Being the 25th year, this is a landmark year for the Company. To mark the completion of 25 glorious years, the Company has adopted a new logo and style of name.

To recapitulate, Shreyas, the Indian ship owning arm of the shipping conglomerate Transworld Group, was a pioneer in introducing coastal feeder services in India. We strongly opined that expansion drives diversity and diversity protects and strengthens the business. Therefore, having consolidated our position in the Indian Container Shipping market, the company embarked on crafting a unique business model offering tailor-made logistics and transportation solutions. This was the first of its kind, multimodal business model in India. Not resting on our accomplishments and with a view to focus and nurture this multimodal business, Shreyas formed a wholly owned subsidiary named Shreyas Relay Systems Limited (SRS). The untiring effort and dedication of the entire team has transformed SRS into a complete logistics solutions provider thereby encompassing all the modes of transport.



The global shipping industry continues to be impacted by the economic instability. The global freight rates and the time charter rates remain impacted by this upheaval. The Indian container industry, however remained stable during the year and the Container throughput at India's major ports stayed relatively flat year-over-year. The statistics released by Indian Ports Association states that the throughput at the 12 state-owned ports, which account for the majority of India's exports and imports of containerized goods, was 7.71 million (20-foot-equivalent units), compared with 7.78 million, in fiscal 2011-12. Container tonnage in 2012-13 was also virtually flat, at 120 million tons.

Moving on its growth trajectory, Shreyas acquired two container vessels namely OEL Kochi and OEL Kutch. The vessels are essentially named **Kochi** and **Kutch**. The underlying idea is to promote coastal shipping in India. It is imperative to note that the importance of coastal shipping to India has been underscored at numerous instances. Coastal shipping has the potential to drive transshipment at Indian ports which would enhance the price competitiveness of the Indian exports. It is an energy efficient, environment friendly and economical mode of transport. Further, increased usage of coastal shipping can go a long way in helping India fulfill its commitment towards reducing carbon emissions. Out of the six vessels owned by Shreyas, five vessels are deployed on the Indian coast.

With the increase in tonnage, Shreyas is now able to offer additional capacity and new services in its business. In fact, we have already introduced an additional service on the Indian coast. The Company is confident that the two newly acquired vessels of higher capacity which were purchased at economical rate will augment the Company's business in future. For the year 2012-2013, Shreyas has achieved a top line of ₹ 204.32 crores which is an increase of 22 % over the previous year. The bottom line improved by 135 % to ₹ 12.62 crores during the current year from ₹ 5.38 crores in the previous year. Although Shreyas has been able to demonstrate a decent performance, it had to grapple with the volatile fuel prices and the instability in the foreign exchange.

The wholly owned subsidiary of Shreyas, SRS, has achieved a top line of ₹ 269.09 crores thereby posting a growth of 56% and a bottom line of ₹ 3.31 crores which is a 51% growth in the Net Profits over the previous year. SRS has expanded its presence in the regional liner business, sea freight forwarding in addition to the domestic coastal shipping. It is also gaining strong momentum in the rail and road transportation business. Going forward, SRS proposes to focus on the movement of special equipments and also creating a worldwide strong agents network.

Shreyas will continue with its quest to foster coastal shipping in India. We strongly believe that considering the length of the Indian coastline, there is a significant opportunity to garner a much higher percentage of the country's total traffic, thereby making our contribution to a greener India. Considering the tremendous pressure on other modes of domestic transport, any growth in coastal shipping will be in the foremost interest of the nation.

I take this opportunity to thank our shareholders and business partners for the trust they have placed in us and confidence and unflinching belief in our ability to deliver value. I also thank my colleagues on the Board, whose support and leadership has been invaluable. I also thank our employees who are the backbone of our organization and value their unstinted effort and co-operation.

I also take this opportunity to recognise the support of our customers, suppliers, all regulatory and statutory authorities, our bankers, auditors, consultants, other business associates and legal advisors/counselors.

Mumbai

S. Ramakrishnan
Chairman & Managing Director

BOARD OF DIRECTORS

MR. S. RAMAKRISHNAN	CHAIRMAN & MANAGING DIRECTOR
MR. V. RAMNARAYAN	EXECUTIVE DIRECTOR
MR. S. MAHESH	DIRECTOR
MR. L. B. CULAS	DIRECTOR
MR. RITESH S. RAMAKRISHNAN	DIRECTOR
MR. AMITABHA GHOSH	DIRECTOR
CAPT. P. P. RADHAKRISHNAN	DIRECTOR
MR. S. RAGOTHAMAN	DIRECTOR
MR. D. T. JOSEPH	DIRECTOR
MR. MANNIL VENUGOPALAN	DIRECTOR

MANAGEMENT TEAM

MR. V. RAMNARAYAN	EXECUTIVE DIRECTOR
CAPT. VIVEK KUMAR SINGH	CHIEF EXECUTIVE OFFICER
MR. S. VARADARAJAN	CHIEF EXECUTIVE OFFICER – SHREYAS RELAY SYSTEMS LIMITED
MR. RAJESH DESAI	GENERAL MANAGER – FINANCE & ACCOUNTS
MS. NAMRATA MALUSHTE	COMPANY SECRETARY

REGISTERED OFFICE

4TH FLOOR, HIMALAYAS,
GEETMALA COMPLEX,
NEAR SHAH INDUSTRIAL ESTATE,
GOVANDI (EAST), MUMBAI 400088

ADMINISTRATIVE OFFICE

2ND FLOOR, SAHYADRI,
GEETMALA COMPLEX,
NEAR SHAH INDUSTRIAL ESTATE,
GOVANDI (EAST), MUMBAI 400088
TEL: 022 66220300 | FAX: 022 66220444

REGISTRAR AND SHARE TRANSFER AGENTS

LINK INTIME INDIA PVT. LTD
C-13, PANNALAL SILK MILLS COMPOUND,
L.B.S MARG, BHANDUP (WEST),
MUMBAI 400078
TEL: 022 25946970 | FAX: 022 25946969

BANKERS

ICICI BANK LTD
CANARA BANK
CANARA BANK, LONDON
STANDARD CHARTERED BANK
AXIS BANK LTD
DEUTSCHE BANK AG
STATE BANK OF INDIA

STATUTORY AUDITORS

PKF SRIDHAR & SANTHANAM

INTERNAL AUDITORS

LOVI MEHROTRA & ASSOCIATES,
CHARTERED ACCOUNTANTS

25th ANNUAL REPORT 2012-2013

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Notice

NOTICE is hereby given that the Twenty fifth Annual General Meeting of the Members of Shreyas Shipping & Logistics Limited will be held on Monday, 22nd day of July, 2013 at 11.00 a.m. at Sivaswamy Auditorium of Fine Arts Cultural Centre, 61/21 R. C. Marg, Opp. Vijaya Bank, Chembur, Murnbai — 400 071 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Profit & Loss Account for the year ended on 31st March, 2013 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Leonard Basil Culas who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sethumadhava Ragothaman, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Mannil Venugopalan, who retires by rotation and, being eligible, offers himself for re-appointment.
6. To appoint M/s. PKF Sridhar & Santhanam, Chartered Accountants, as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

7. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 198,269,309 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions and further subject to the approval of the Central Government, if applicable, the remuneration of ₹ 67,40,000/- (Rupees Sixty Seven Lakhs Forty Thousand Only) paid to Mr. S. Ramakrishnan in his capacity as the Chairman & Managing Director for the period 1st April, 2012 to 31st March, 2013 being in excess of the limits specified in Schedule XIII considering Auditors qualifications be and is hereby ratified and approved.”

27th May, 2013

By Order of the Board of Directors

Registered Office:

4th Floor, Himalayas,
Geetmala Complex
Near Shah Industrial Estate,
Govandi East, Mumbai 400 088

Namrata Malushte
Company Secretary

NOTES:**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS BEHALF ON A POLL ONLY. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxy form, in order to be effective, must be deposited at the Registered Office of the Company not less than 48 hours before the time of the Meeting.

2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Special Business as set out above, is annexed hereto.
3. Profiles of the Directors retiring by rotation as required by Clause 49(IV)(G)(i) of the Listing Agreement entered into with the Stock Exchanges, are given in the Report on Corporate Governance forming part of the Directors' Report.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 15th July, 2013 to 22nd July, 2013, both days inclusive, for the purpose of payment of dividend, if declared at the Annual General Meeting.
5. The dividend on equity shares as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid at par on or after 26th July, 2013 to Members holding shares in physical form and whose names appear on the Company's Register of Members as holders of Equity Shares on 22nd July, 2013. In respect of Shares held in electronic form, the dividend will be paid to the beneficial owners of the Shares as at the end of the business hours on 22nd July, 2013 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.
6. As per the directives of the Securities and Exchange Board of India (SEBI), in respect of the Shareholders holding Shares in electronic form, dividend shall be paid through Electronic Clearing Service (ECS), where such facility is available, directly to their bank account as furnished by their respective Depositories to the Company. Where such facility is not available, the bank details as furnished by their respective Depositories to the Company, will be mandatorily printed on their dividend warrants. Further, instructions if any, given by them in respect of Shares held in physical form will not be automatically applicable to the dividend payable on Shares held in electronic form. Members are, therefore, requested to give instructions regarding the bank accounts in which they wish to receive dividend, directly to their respective Depository Participants. The Company or its Registrar and Share Transfer Agent will not act on any direct request from these Members for change of such bank details.
7. Members holding Shares in physical form who wish to avail of the National Electronic Clearing Service (NECS) facility are requested to submit the NECS mandate in the prescribed form to the Registrar and Share Transfer Agent on or before 12th July, 2013. The said form can be obtained from the Company's Registrar and Share Transfer Agent – M/s Link Intime Private Limited or downloaded from the website of the Company www.transworld.co/shreyas under the section Investor Area. Members holding shares in physical form and who for any reason would not like to avail the National Electronic Clearing Service (NECS) facility are required to furnish to the Registrar and Share Transfer Agent (if not furnished earlier) details of bank account number and name of the bank and the branch which would be printed on the dividend warrants / drafts.
8. Members are requested to:
 - (a) Notify any change in their address to the Registrar and Share Transfer Agent, M/s. Link Intime Private Limited; C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078, in case of Members holding shares in physical form and update such details with their respective Depository Participants, in case of Members holding shares in electronic form.
 - (b) Bring their attendance slips along with the copies of the Annual Report to the Meeting.

9. Pursuant to the provisions of Section 205 of the Companies Act, 1956, the Company has already transferred the unclaimed / unpaid dividend declared upto and including the financial year ended 31st March, 1995 to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978. Shareholders who have so far not claimed or collected their dividends upto the aforesaid financial year are requested to forward their claims in the prescribed Form II of the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978 to:

Office of the Registrar of Companies
100, Everest Building,
Marine Drive,
Mumbai-400002

In terms of the provisions of Sections 205A and 205C of the Companies Act, 1956, as amended, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund established by the Central Government (hereinafter referred to as the 'said Fund'). Accordingly, unclaimed / unpaid dividend for the financial years ended 31st March, 1996 and 31st March, 1997 and period ended 30th September, 1998, year ended 31st March, 1999, 31st March, 2001, 31st March, 2002, 31st March, 2004, 31st March, 2005 (Interim & Final) and 2005-06 (Interim) has been transferred to the said Fund.

Unclaimed dividend for the financial year ended 31st March, 2006 and thereafter (wherever declared) is still lying with the Company. The Members, who have not yet encashed the dividend warrants for the financial years ended 31st March, 2006 (Final Dividend), 31st March, 2007 (interim dividend), 31st March, 2008 (Final Dividend), 31st March, 2011 (interim & Final) and 31st March, 2012 (Final Dividend) are requested to send claims to the Company, if any, before the respective amounts become due for transfer to the said Fund. **No claim shall lie against the Company or the said Fund after transfer as mentioned above.**

10. All documents referred to in the above Notice and the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and holidays) between 10.00 a.m. and 12.30 p.m. up to the date of the Annual General Meeting.
11. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
12. Members who hold Shares in physical form can nominate a person in respect of Shares held by them singly or jointly pursuant to the provisions of Section 109A of the Companies Act, 1956. Members who hold Shares in a single name are advised, in their own interests, to avail of the nomination facility by completing and submitting. Form no.2B, in duplicate, to the Company's Registrar and Share Transfer Agent, M/s. Link Intime Private Limited. Blank forms will be supplied by M/s. Link Intime India Private Limited on request. Form No.2B can also be downloaded from the website of the Company at www.transworld.co/shreyas under the section 'Investors Area'. Members holding Shares in the dematerialised form may contact their Depository Participant for recording the nomination in respect of their Shares.
13. Members desirous of getting any information about the Accounts and / or Operations of the Company are requested to address their queries to the Company Secretary at least seven days in advance of the Meeting so that the information required can be made readily available at the Meeting.

27th May, 2013

Registered Office:
4th Floor, Himalayas,
Geetmala Complex
Near Shah Industrial Estate,
Govandi East, Mumbai 400 088

By Order of the Board of Directors

Namrata Malushte
Company Secretary

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

At the Annual General Meeting held on 25th September, 2009, the Members have approved the revision in the terms of remuneration of Mr. S. Ramakrishnan, Chairman & Managing Director. He is paid remuneration in line with the aforesaid resolution passed by the Members.

The Profit for the current financial year ended 31st March, 2013 computed under section 198 of the Companies Act, 1956 is ₹ 14.31 crores. The total Managerial remuneration paid is ₹ 1.04 crores and the remuneration paid to Mr. S. Ramakrishnan, Chairman & Managing Director is ₹ 67,40,000/-.

From the above, it can be ascertained that the Managerial remuneration is within the limits specified under section 198, 309 and other applicable provisions of the Companies Act, 1956.

However considering Auditor's qualification to the accounts, the remuneration paid to Managing Director during the year exceeds the maximum permissible limits prescribed in Section 198, 269 and 305 and therefore schedule XIII to the Companies Act, 1956 becomes applicable. The profits computed under section 198 after giving effect to the qualification is ₹ 9.45 crores and is thus inadequate for the remuneration paid to Mr. S. Ramakrishnan, Chairman & Managing Director.

The total remuneration paid to the Chairman & Managing Director is ₹ 67,40,000/- out of which ₹ 48,00,000/- is the remuneration eligible in case of inadequacy of profits. In terms of the provisions of Schedule XIII Part II Section II Part C, the said remuneration is required to be approved by the members vide Special Resolution being further subject to the approval of Central Government. Therefore an approval from members is sought for the excess amount of ₹ 19,40,000/-.

The information as required by Schedule XIII Part II Section II Clause 1 Sub-clause C is as under:

I. General Information:

- (1) Nature of Industry: -Shipping & Logistics
- (2) Date or expected date of commencement of commercial production: Not applicable
- (3) Financial performance based on given indicators: The Financial performance of the Company is detailed in the Annual report sent along with this Notice. Hence the same is not repeated.
- (4) Export Performance: Not applicable
- (5) Foreign investments & Collaborators: The Company does not have any foreign collaborations or investments.

II. Information about the appointee:
(1) Background Details of Mr. S. Ramakrishnan :

Mr. S. Ramakrishnan is the Chairman & Managing Director of the Company. He is 52 years of age. He is a Commerce graduate and has extensive experience of about 30 years in the all the facets of Shipping Industry including ship owning, chartering and ship management.

(2) Past remuneration :

The remuneration paid to Mr. S. Ramakrishnan for the year ended 31st March, 2012 was ₹ 67,40,000 /-. This figure does not include Company's contribution to the Gratuity fund and Provident Fund.

(3) Recognition or Awards:

Shreyas Shipping & Logistics Limited has been honoured with the *Shipping Line of the Year* for the year 2012-2013 at Maritime And Logistics Awards (MALA). The Company is also the Recipient of Gujarat Star Awards "*Shipping Line of the Year- Coastal Operator*" in 2012. The Company has been able to achieve these accolades under the able guidance of Mr. S. Ramakrishnan.

(4) Job Profile and his suitability:

Mr. S. Ramakrishnan is a Commerce graduate. He is the driving force of the Company and directly oversees the day to day activities of the Company. His expertise in all facets of the shipping industry has helped the Company in making all-round progress. He acts as the Chairman & Managing Director of the Company since its inception.

(5) Remuneration proposed to be approved:

Total remuneration of ₹ 67,40,000/- has been paid to Mr. S. Ramakrishnan during the financial year ended 31st March, 2013. A remuneration of ₹ 19,40,000/- requires approval.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The Company has a unique business model. It operates in various business segments like chartering, feeding and logistics business. It is therefore difficult to present a Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.

- (7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:
 The Company is founded by late Shri . R. Sivaswamy, father of Mr. S. Ramakrishnan. He holds 1,08,375 shares in the Company. Mr. S. Mahesh, brother and Mr. Ritesh S. Ramakrishnan, son of Mr. S. Ramakrishnan are members on the Board of Directors of the Company.

III Other Information:

- (1) Reasons for loss or inadequate profit:

During the current year, the Profit for the financial year ended 31st March, 2013 computed under section 198 of the Companies Act, 1956 is ₹ 14.31 crores. The total Managerial remuneration paid is ₹ 1.04 crores and the remuneration paid to Mr. S. Ramakrishnan, Chairman & Managing Director is ₹ 67,40,000/-.

From the above, it can be ascertained that the Managerial remuneration is within the limits specified under section 198, 309 and other applicable provisions of the Companies Act, 1956.

However considering Auditor's qualification to the accounts, the remuneration paid to Managing Director during the year exceeds the maximum permissible limits prescribed in Section 198, 269 and 305 and therefore schedule XIII to the Companies Act, 1956 becomes applicable. The profits computed under section 198 after giving effect to the qualification is ₹ 9.45 crores and is thus inadequate for the remuneration paid to Mr. S. Ramakrishnan, Chairman & Managing Director.

- (2) Steps taken or proposed to be taken for improvement:

Not Applicable.

- (3) Expected increase in productivity and profits in measurable terms:

Not applicable.

IV. Disclosure:

1. Remuneration package of Mr. S. Ramakrishnan:

Components	Amount (₹)
Basic salary	50,40,000
Special Allowance	12,00,000
L. T. A	5,00,000
Total Remuneration	67,40,000

2. Other disclosures:

- i. All elements of remuneration package such as salary, benefits, bonus, stock options, pension etc of all Directors: Please refer table given in IV 1 above.
- ii. Details of fixed component and performance linked incentive along with performance criteria: Salary is the fixed component. The Company does not pay performance linked incentive.
- iii. Service contract: Mr. S. Ramakrishnan is appointed for a period of 5 years from 1st April, 2009.
- iv. Notice Period: Not Applicable
- v. Severance fees: NIL
- vi. Stock options: NIL. The Company does not have a system of stock options.

Mr. S. Ramakrishnan is interested in the said resolution. Mr. S. Mahesh and Mr. Ritesh S. Ramakrishnan being related to Mr. S. Ramakrishnan are deemed to be interested in the resolution. None of the other Directors of the Company are interested in the said resolution.

27th May, 2013

Registered Office:

4th Floor, Himalayas,
 Geetmala Complex
 Near Shah Industrial Estate,
 Govandi East, Mumbai 400 088

By Order of the Board of Directors

Namrata Malushte
 Company Secretary

Directors' Report

Your Directors are pleased to present the Twenty Fifth Annual Report and the audited accounts for the financial year ended 31st March, 2013.

FINANCIAL PERFORMANCE

(₹ in Lacs)

	Current Year ended 31.03.2013	Previous Year ended 31.03.2012
Operating Income	20431.97	16769.25
Other Income	201.75	351.75
Profit before Interest, Depreciation and Tax	3400.65	2068.54
Less: Interest	669.88	379.69
Depreciation	1402.79	1159.94
Profit before Tax and Prior Year Adjustment	1327.98	528.92
Less: Provision for Current Taxation	65.00	(9.56)
Profit After Tax and Exceptional Items	1262.98	538.48
Add: Balance brought forward from previous year	2992.19	3528.67
Amount available for appropriation	4255.17	4067.15
Appropriations:		
Transfer to Capital Redemption Reserve	-	800.00
Transfer to Tonnage Tax Reserve	250.00	60.00
Preference Dividend paid	-	75.17
Tax on dividend paid	-	12.19
Proposed Equity Dividend	131.74	109.79
Tax on Equity dividend	22.39	17.81
Balance carried to Balance Sheet	3851.04	2992.19

DIVIDEND

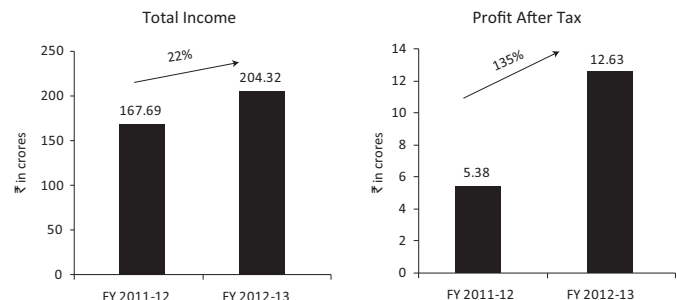
In view of the performance of the Company, the Board of Directors recommends a Dividend of 6 % on the Equity shares for the current financial year. This Dividend is subject to the approval of the Members at the Twenty fifth Annual General Meeting to be held on 22nd July, 2013. The payment of dividend on equity shares will entail a cash outflow of ₹ 154.13 lacs including dividend distribution tax.

REVIEW OF OPERATIONS

During the year, your Company has acquired two container vessels thereby increasing its tonnage by over 90%. With this, your Company has six vessels out of which five vessels are deployed on the Indian coast. Your Company is dedicated towards enhancing the share of coastal shipping in the Indian transportation pie.

The vessels carry mainly feeder and domestic cargo. Feeder cargo is the transshipment cargo for Main Line Operators

(MLO) from hub ports to smaller ports since the big vessels cannot call all the Indian ports. Domestic cargo is the movement of cargo within India. Your Company's USP is its ability to generate cargo on the round voyage.



The wholly owned company Shreyas Relay Systems Limited (SRS) has made rapid progress in the various areas of transportation. It has posted a growth of 56 % in the top line and 51% in the bottom line. With a strong fleet of owned vehicles and containers, SRS has ventured into various segments of road transportation. It has also made remarkable progress

in the rail transportation. SRS proposes to additionally focus on the movement of special equipments and also creating a worldwide strong agents network. Thus, SRS is now poised to make a strong mark in the Indian logistics industry.

At a consolidated level, the Company has posted a growth in the top line of 44 % from ₹ 270.77 crores in the year 2011-2012 to ₹ 388.89 crores in the year 2012-2013. The Net Profit After tax was ₹ 15.40 crores in the current year and the cash profit was ₹ 31.85 crores.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed review of the operations, performance and future outlook of the Company and its business is given in the Management Discussion and Analysis appearing as Annexure I to this Report.

TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND

In terms of Section 205C of the Companies Act, 1956 an amount of ₹ 4.87 lacs being unclaimed dividend (final) for the year ended 31st March, 2005 and ₹ 3.55 lacs being unclaimed dividend (interim dividend) for the year ending 31st March, 2006 was transferred during the year to the Investor Education and Protection Fund established by the Central Government.

QUALITY

Quality, integrity and safety have been core to the Company. We firmly believe that the pursuit of excellence is one of the most critical components for success in the competitive market and therefore, consistently strive to adhere to the highest quality standards. Shreyas has been re-certified by DNV Quality Registrar in accordance with the Standard ISO 9001:2008 upto 30th October, 2015.

Moving forward, the Company shall continue to further strengthen its processes by adopting best-in-class standards.

FIXED DEPOSITS

The Company has not accepted fixed deposits from the public during the year under review.

DIRECTORS

Mr. L. B. Culas, Mr. Mannil Venugopalan and Mr. S. Ragothaman retire by rotation at the ensuing Annual General Meeting, and being eligible, offer themselves for re-appointment.

The above re-appointments form part of the Notice of the Annual General Meeting and the Resolutions are recommended for your approval.

Profiles of these Directors, as required by Clause 49 of the Listing Agreement, are given in the Report on Corporate Governance forming part of this Report.

SUBSIDIARY COMPANY

In compliance with the provisions of Section 212 of the Companies Act, 1956, the audited statement of accounts alongwith the Directors' and Auditors' report for the year ended 31st March, 2013 of Shreyas Relay Systems Ltd, the wholly owned subsidiary and Haytrans (India) Ltd, the subsidiary of Shreyas Relay Systems Limited are annexed.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, the Directors confirm that, to the best of their knowledge and belief, in respect of the year ended on 31st March, 2013;

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- appropriate accounting policies have been selected and applied consistently, and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2013 and of the profit of the Company for the year ended on 31st March, 2013;
- proper and sufficient care has been taken 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
- the annual accounts have been prepared on a 'going concern' basis.

CORPORATE GOVERNANCE

As required by Clause 49 of the Listing agreement entered into with the Stock Exchanges, a detailed Report on Corporate Governance is given as Annexure II to this Report alongwith the Auditors' Certificate on its compliance by the Company (Annexure IV) and applicable certification of the Chief Executive Officer and General Manager- Finance & Accounts (Head of Accounts and Finance) (Annexure III).

AUDITORS

M/s. PKF Sridhar & Santhanam, Chartered Accountants, retire at the conclusion of the 25th Annual General Meeting and offer themselves for re-appointment. A Certificate from the Auditors has been received to the effect that their re-appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

As regards the observation made in the Auditor's report, your Directors wish to state that in accordance with the regulations of International Maritime Organisation (IMO), every vessel is required to undergo a drydocking activity twice in a period of

five years (about once every two and half years). Drydocking involves substantial cost and if the entire amount is absorbed in the same financial year, it does not reflect the appropriate and correct financial performance. India is also now preparing itself for IFRS. As per the IFRS, the drydocking expenses will be amortized to the date of the next expected dry docking. Further the capitalisation of drydock expenditure (major inspection/ overhaul expenditure) is also permitted by the draft new accounting standard on 'tangible fixed asset' (para 15 of draft AS 10 (revised)) under consideration by the Institute of Chartered Accountants of India (ICAI). The Company has therefore changed the Accounting Policy in the current year for Drydock Expenses to amortising the drydock expenses over 30 months, whereas in the previous year such expenses were fully charged off to Statement of Profit and Loss in the year of incurrance itself. In view of the above, the Board of Directors opine that this accounting treatment reflects the profit for the year more correctly.

As regards the observation made in the Auditor's report, your Directors also wish to state that the interpretation of the ICAI is not found in the notification issued by the Government of India and hence has no legal sanction. Accounting Standard-16 covers capitalisation of interest in projects in respect of 'qualifying assets' and cannot be applied to all cases of capital expenditure. Such an interpretation by the Institute of Chartered Accountants of India has the effect of taking foreign exchange gains to the credit of capital expenditure but a major part of foreign exchange loss to interest expenditure, which cannot be the intention of the Government notification, which is to give relief to industries from violent negative fluctuations in foreign exchange. In our view the accounting treatment given by the Company is correct and helps reflect a true and fair view of profit for the year.

This has also been clarified by the Ministry of Corporate Affairs stating that the exchange rate difference regarded as adjustment to interest as defined in para 4 (e) of Accounting Standard 16 need not be excluded for capitalisation of exchange differences as permitted in Accounting Standard 11 Notification with effect from 1st April 2011.

COST AUDIT

The Central Government has not recommended cost audit of the Company during the year under consideration.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

Under the Notification No. GSR 1029, dated 31st December, 1988, companies are required to furnish prescribed information regarding conservation of energy and technology absorption. This, however, does not apply to your Company, as the shipping industry is not included in the Schedule to the relevant rules.

With regard to foreign exchange earnings and outgo, the position is as under:

Sr. No	Particulars	(₹ in Lacs) (2012-13)
(i)	Foreign exchange earnings including proceeds on sale of ship (on accrual basis)	5632.18
(ii)	Foreign exchange outgo including operating components and spare parts and other expenditure in foreign currency including Purchases of Ship (on accrual basis)	11684.61

PERSONNEL

Information as per section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, forms part of this Report. However, as per the provisions of section 219(1)(b)(iv) of the said Act, this Report and the Accounts Statement are being sent to all Shareholders excluding the Statement of Particulars of Employees under section 217(2A). Any Shareholder interested in obtaining a copy of the statement may write to the Company Secretary at the Registered Office of the Company.

ACKNOWLEDGMENTS

Your Directors thank the Company's clients, vendors, charterers, business associates, main line operators, investors, shareholders and bankers for their continued support during the year. It will be your Company's endeavour to build and nurture strong links with them based on mutuality, respect and co-operation with each other. Your Directors take this opportunity to thank all employees for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the industry despite increased competition from several existing and new players.

Your Directors place on record their appreciation for the support and continued co-operation that the Company received from the Government of India, the Ministry of Shipping, the Ministry of Finance, the Ministry of Corporate Affairs, the Directorate General of Shipping, the Mercantile Marine Department, the Stock Exchanges, the Reserve Bank of India, the Central Board of Excise and Customs, and other Government agencies. Your Directors also express their sincere thanks to the Indian National Shipowners Association, Port authorities, Insurance companies, Protection and Indemnity clubs for their continued support during the year.

For and on behalf of the Board of Directors

Place: Mumbai
 Date: 27th May, 2013

V. Ramnarayan
 Executive Director

Management's Discussion and Analysis

(Annexure I to the Directors' Report)

Industry review

Coastal Shipping

Overall, the Indian container industry continued to remain stable during the year. The Container throughput at India's major ports stayed relatively flat year-over-year. The statistics released by Indian Ports Association states that the throughput at the 12 state-owned ports, which account for the majority of India's exports and imports of containerized goods, was 7.71 million (20-foot-equivalent units), compared with 7.78 million (20-foot-equivalent units), in fiscal 2011-12. Container tonnage in 2012-13 was also virtually flat, at 120 million tons.

The Ministry of Shipping has replaced the National Maritime Development Programme with "The Maritime Agenda 2010-2020" to aggressively promote and develop Indian shipping. The Agenda has, inter alia, set goals to bring ports at par with the best international ports in terms of performance and capacity and to promote coastal shipping as it will help in decongesting Indian roads and is environment friendly.

Public Private Partnership (PPP) has assumed significant importance in the recent past. Statistics reveal that as many as 58 port development projects were undertaken in PPP mode, out of which 29 projects were completed. 16 PPP port projects are at various stages of construction, and 13 were awarded during 2012-13. This demonstrates the growing magnitude of coastal shipping in India.

Logistics

The Indian logistics industry is poised at a crossroads along its growth trajectory. This is particularly important at this juncture in light of the ongoing global economic uncertainty that has been impacting the Indian market to an extent. However, driven by strong fundamentals and consistent demand, the resilient Indian economy in general and, the logistics sector in particular, are seemingly well-positioned to sail through turbulent global waters.

In fact, India is today seen as a focal point of a major boom in the logistics industry, a land of opportunity for logistics service providers from all over the world due to its huge market, growing manufacturing sector, rapid development in hinterland connectivity and multimodal transportation.

Currently India's logistic sector is valued at around US\$110 billion and is expected to touch US\$200 billion by 2020. The cost of logistics in India is valued at 13 - 14% of GDP where as in developed nations the cost is in the range of 7-8% of their GDP.

Performance review of Shreyas

During the year, your Company has acquired two container vessels thereby increasing its tonnage by over 90%. With this, your Company has six vessels out of which five vessels are deployed on the Indian coast. Your Company is dedicated towards enhancing the share of coastal shipping in the Indian transportation pie.

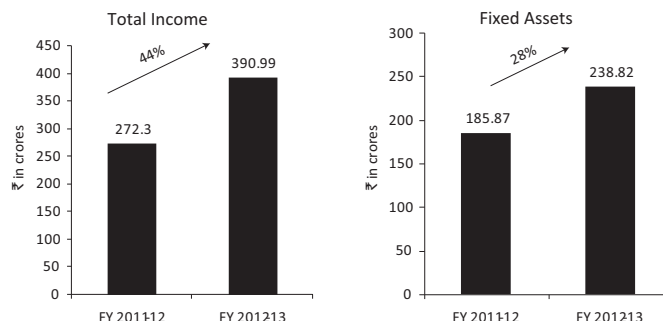
The vessels carry mainly feeder and domestic cargo. Feeder cargo is the transshipment cargo for Main Line Operators (MLO) from hub ports to smaller ports since the big vessels cannot call all the Indian ports. Domestic cargo is the movement of cargo within India. Your Company's USP is its ability to generate cargo on the round voyage.

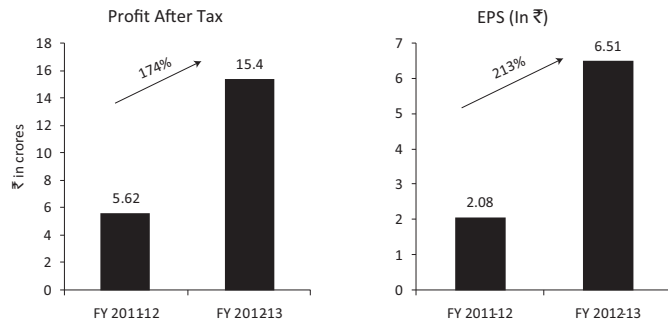
During the year, the topline of the Company registered a growth of about 22% over the previous year while the bottom line grew by 135 %.

The wholly owned company Shreyas Relay Systems Limited (SRS) has made rapid progress in the various areas of transportation. SRS has achieved a top line of ₹ 269.09 crores thereby posting a growth of 56% and a bottom line of ₹ 3.31 crores which is 51% growth in the Net Profits over the previous year. With a strong fleet of owned vehicles and containers, SRS has ventured into various segments of road transportation. It has also made remarkable progress in the rail transportation. SRS proposes to additionally focus on the movement of special equipments and also creating a worldwide strong agents network. Thus, SRS is now poised to make a strong mark in the Indian logistics industry.

At a consolidated level, the Company has posted a growth in the top line of 44 % from ₹ 270.77 crores in the year 2011-2012 to ₹ 388.89 crores in the year 2012-2013. The Net Profit After tax was ₹ 15.40 crores in the current year and the cash profit was ₹ 31.85 crores.

Snapshot of Financials





Outlook on opportunities

Coastal shipping

Coastal shipping offers several advantages over other modes of transportation in terms of cost and volume. It also complements rail and road transport by providing a multi-modal integrated transport facility. Coastal shipping can significantly reduce the overall cost of transportation. In fact, the diversion of cargo traffic to coastal shipping can also help reduce road congestion thereby preserving the quality of national highways, which, in turn, can reduce loss of life and material caused by road accidents. The Maritime Agenda 2010-2020 is dedicated to inter alia promote coastal shipping due to its inherent benefits.

Coastal shipping can handle and transport largesized cargo such as project cargo more easily than any other modes of transport that are limited by carriageway restrictions. The inherent capacity and infrastructure limitations of the other modes of transport restrict the movement of large and odd-shaped cargo.

Increasing interest from strategic players desiring to participate in the development of Indian ports through the Public Private Partnership (PPP) mode offers immense opportunities for coastal players like Shreyas to offer additional and diverse services to customers. Such initiatives will go a long way in promoting coastal shipping in India.

Logistics

India is emerging as one of the world's leading consumer market with the raise of middle income group. To service such large market at shortest possible time with least cost, the logistics sector is expected to play an important role in accessing this emerging market and enabling this growth.

The key growth drivers propelling the logistics sector towards new heights are the development of major and minor ports as well as opening up of new ports thereby making optimum use of India's vast coastline. India has the second largest network of roads, spanning the length and breadth of the country. Although the quality of the roads is yet to touch international standards, the NHAI is taking active initiative to improve the road transportation to enable more deployment of trucks. The freight transportation by railways is also undergoing

encouraging modifications. Even the existing airports are witnessing modernization and new airports are coming in play to encourage better air connectivity.

Outlook on Threats, Risks and Concerns

Shipping

There is a need for an integrated transport policy or an institutional mechanism promoting inter-sector co-ordination (roads, railways and shipping), which should seek to develop rapid aggregation or evacuation of cargo driven by seamless connectivity with other modes of transport, an efficient rail/road network and large-scale utilization of the Indian coastline.

Indian ports suffer due to frequent labour strikes, malpractices, inefficiency and low labour productivity. In addition, labour costs are as high as 40-60% of the total expenditure on them. There is also a need for the Indian ports to optimise their business process flow and facilitate exchange of electronic information among stakeholders by using the latest IT processes.

Roads within most Indian ports are narrow and are not designed to handle the traffic and load they currently handle. This results in traffic congestion, which, leads to delays in feeding and evacuation of cargo, thereby lowering the productivity of vessels.

The rising oil prices shall continue to be a major concern for the shipping companies in India. Further the operational costs under Indian flag and Indian registry are numerous. There are also several tax regimes involved. There is also a difficulty in attracting shipboard staff for coastal operations. Manning costs of Indian registered coastal vessels are extremely high which also needs attention.

Logistics

Today in India, the concept of effective Logistics is still not given proper due in most of the industries and large part of the industry still operates in unorganized sector. There is an urgent need to address issues related to logistics to make it more efficient, organized and cost effective. This will benefit the Indian Industry to reduce the time and cost of Logistics

Although the various segments of transportation in India are taking keen interest in uplifting the existing infrastructure, a well connected transportation system is a distant dream. India does not have an integrated transport policy, which results in the uneven distribution of cargo. It also needs an institutional mechanism that encourages and promotes inter-sectoral coordination.

Internal control systems and their adequacy

The philosophy we have with regard to internal control systems and their adequacy has been formulation of effective systems and their strict implementation to ensure that assets and interests of the Company are safeguarded; checks and balances are in place to determine the accuracy and reliability of accounting data.

The Internal Audit, an independent appraisal function to examine and evaluate the efficiency and effectiveness of the internal control system, appraises periodically about activities and audit findings to the Audit Committee, Statutory auditors and the Top Management.

Internal audit ensures that systems are designed and implemented with adequate internal controls commensurate with the size and operations; transactions are executed and assets are safeguarded and deployed in accordance with the policies, existence of adequacy of internal controls in all existing policies and procedures.

Human resources

As on 31st March, 2013, the Company had 30 shore staff and 161 floating staff.

The relations between the employees and the Company remained cordial throughout the year. The Company continues to focus on the safety, training and development of the employees.

Cautionary statement

Statements in this report describing the company's objectives, projections, estimates and expectations may be forward

looking statements, within the meaning of applicable laws and regulations, based on beliefs of Shreyas' Management. Such statements reflect the Company's current views with respect to the future events and are subject to risks and uncertainties. Many factors could cause the actual result to be materially different from those projected in this report, including amongst others, changes in the general economic and business conditions, changes in the currency exchange rates and interest rates, introduction of competing services, lack of acceptance of new services, and changes in business strategy. Shreyas does not intend to assume any obligation to update any forward-looking statements or information, which speak as of their respective dates reflecting circumstances arising after this date or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

For and on behalf of the Board of Directors

Place: Mumbai

Date: 27th May, 2013

V. Ramnarayan

Executive Director

Report on Corporate Governance

(Annexure II to the Directors' Report)

(As required by Annexure IC to Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

I. Corporate Governance Philosophy and Practice

The Corporate Governance philosophy of the Company is based on the principles of transparency and high degree of disclosure levels and accountability for all its stakeholders. We believe that sound corporate governance is critical to enhance and retain stakeholders' trust. Accordingly, we always seek to ensure that we attain our performance rules with integrity. Our Board exercises its fiduciary responsibilities in the widest sense of the term. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

II. Board of Directors

Composition of Board of Directors

The composition of the Board is in accordance with the requirements set forth by Clause 49 in this regard. All the Directors are experts in their respective fields / professions. The Board consists of ten Directors of which two are Executive Directors and eight are Non-Executive Directors. The Chairman and Managing Director is an Executive Director and Promoter. Five Directors of the Company are Independent Directors and five are Non Independent Directors.

Details, as on date, of the composition of the Board and changes therein since the last Report, category of the Directors and their attendance at Board meetings and the last Annual General Meeting, number of their other directorships and Committee Memberships / Chairmanships is given below:

Name of the Director	Category of Directorship ¹	Number of Board meetings attended out of Six held during the year 2012-13	Attendance at the last AGM (21. 07. 2012)	No of Directorships in other public limited companies as on 31. 03. 2013	No of Committee positions held in other public limited companies as on 31. 03. 2013 ²	
					Chairman	Member
Mr. S. Ramakrishnan³ Chairman & Managing Director	ED	5	Yes	10	NIL	NIL
Mr. V. Ramnarayan Executive Director	ED	6	Yes	10	NIL	1
Mr. S. Mahesh³ Director	NED (NI)	0	No	10	NIL	1
Mr. L. B. Culas Director	NED (NI)	3	Yes	1	NIL	NIL
Mr. Ritesh S. Ramakrishnan⁴ Director	NED (NI)	2	Yes	3	NIL	NIL
Mr. Mannil Venugopalan Director	NED (I)	5	Yes	7	NIL	4
Capt. P. P. Radhakrishnan Director	NED (I)	4	Yes	3	NIL	1
Mr. Amitabha Ghosh Director	NED (I)	6	Yes	10	3	4
Mr. S. Ragothaman Director	NED (I)	3	Yes	7	3	3
Mr. D. T. Joseph Director	NED (I)	4	No	6	1	3

1. Category of Directorship:

- ED – Executive Director
- NED (NI) – Non-Executive Director and not Independent
- NED (I) – Non-Executive Director and Independent

2. As required by Clause 49 of the Listing agreement entered into with the Stock Exchanges, only Membership / Chairmanship of

the Audit Committee and Shareholders' /Investors Grievance Committee have been considered. None of the Directors of the Company is a Member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he is a Director.

- 3. Mr. S. Ramakrishnan and Mr. S. Mahesh are brothers.
- 4. Mr. S. Ramakrishnan is father of Mr. Ritesh S. Ramakrishnan.

Number of Board Meetings

Six Board meetings were held during the year ended on 31st March, 2013. These were on 30th May, 2012, 22nd June, 2012, 21st July, 2012, 27th August, 2012, 02nd November, 2012 and 14th February, 2013.

The gap between any two Board meetings did not exceed four months as required by Clause 49 of the Listing agreement with the Stock Exchanges.

Information supplied to the Board

To enable the Board members to discharge their responsibilities effectively and take informed decisions, a comprehensive Agenda folder with explanation on each item is sent to each Director well in advance of the Board meeting. All the Agenda items are discussed in detail during the Board meeting. The Board members have complete access to any information within the Company and to any employee of the Company. At the meetings, the Board is provided with all the relevant information on important matters affecting the working of the Company as well as the related details that require deliberation by the members of the Board.

The information as specified in Annexure 1A to Clause 49 is made available to the Board whenever applicable and materially significant.

Code of Conduct

All Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Business Conduct and Ethics of the Company during the year ended 31st March, 2013. The said Code has been posted on the website of the Company www.transworld.co/shreyas.

III. Audit Committee of Directors (Audit Committee)

Composition

The present composition of the Audit Committee is as follows:

Name	Position held	Category
Mr. Amitabha Ghosh	Chairman	Non-Executive and Independent Director
Capt. P. P. Radhakrishnan	Member	Non-Executive and Independent Director
Mr. S. Ragothaman	Member	Non-Executive and Independent Director
Mr. D.T. Joseph	Member	Non-Executive and Independent Director

Mr. Mannil Venugopalan	Member	Non-Executive and Independent Director
Mr. Ritesh S. Ramakrishnan	Member	Non-Executive and Non-Independent Director
Ms. Namrata Malushte	Secretary	Company Secretary

All the members of the Audit Committee are financially literate. In view of their professional qualification and experience in finance, Mr. Amitabha Ghosh, Mr. S. Ragothaman and Mr. Mannil Venugopalan are considered to have accounting and related financial management expertise.

The General Manager (Finance & Accounts), representative of the internal auditors and the statutory auditors are invitees to the meetings of the Audit Committee.

Terms of reference

The powers and terms of reference of the Audit Committee are comprehensive and include all that is mandated as per Clause 49 of the Listing agreement and Section 292A of the Companies Act, 1956. The Committee is vested with necessary powers, as defined in its Charter, to achieve its objectives.

The Committee, *inter alia*, has reviewed the financial statements including Auditors Report for the year ended 31st March, 2013 and has recommended its adoption, records of related party transactions, reports related to compliance of laws and risk management and the financial statements of the subsidiary companies.

Meetings and attendance during the year

Sr. No.	Name of Director	Meetings / Attendance			
		29.05.2012	20.07.2012	02.11.2012	13.02.2013
1	Mr. Amitabha Ghosh	Present	Present	Present	Present
2	Capt. P. P. Radhakrishnan	Absent	Present	Present	Present
3	Mr. S. Ragothaman	Absent	Present	Absent	Absent
4	Mr. D.T. Joseph	Present	Absent	Absent	Present
5	Mr. Mannil Venugopalan	Present	Present	Present	Present
6	Mr. Ritesh S. Ramakrishnan*	N.A.	Present	Absent	Absent

* Mr. Ritesh S. Ramakrishnan is appointed as a member of the Audit Committee w.e.f. 22nd June, 2012.

The Minutes of the Audit Committee Meetings are noted by the Board of Directors at the Board meetings.

The Chairman of the Audit Committee was present at the Annual General Meeting held on 21st July, 2012.

IV. Shareholders' / Investors Grievance Committee of Directors

Composition

The present composition of the Shareholders' / Investors Grievance Committee is as follows:

Name	Position held Category	
Capt. P.P. Radhakrishnan	Chairman	Non Executive Independent Director
Mr. V. Ramnarayan	Member	Executive Director
Ms. Namrata Malushte	Secretary	Company Secretary & Compliance Officer

Terms of reference

- Review the existing investor redressal system and suggest measures for improvement.
- Resolution of investor grievances / complaints.
- Suggest improvement in investor relations.
- Consider and take on record Certificate from a practicing Company Secretary under Clause 47(c) of the Listing agreement.
- Propose to the Board of Directors, the appointment / re-appointment of the Registrar and Share Transfer Agent, including the terms and conditions, remuneration, service charge / fees.

Meetings and attendance during the year

The Company has held 2 meetings of the Shareholders' / Investors Grievance Committee during the year ended on 31st March, 2013. These were on 21st July, 2012 and 14th February, 2013. All members of the Committee and the Secretary were present at the above meetings.

The Secretarial Department of the Company, under the supervision of the Company Secretary, who is also nominated by the Company as the "Compliance Officer" as required under SEBI Regulations / Listing Agreement, and the Registrar and Share Transfer Agent, M/s. Link Intime India Pvt. Ltd. attend to all grievances of the Shareholders and the investors. The Company and M/s. Link Intime India Pvt. Ltd. are making further attempts to ensure that the grievances are expeditiously addressed and redressed to the full satisfaction of the Shareholders. The minutes of the Share Transfer Committee are noted by the Board of Directors at the Board Meetings.

A comparative statement of the various complaints received and redressed by the Company and M/s. Link Intime India Pvt. Ltd. during the year 2012-13 is given below:

Nature of complaints	Number of complaints	
	Received	Pending
Non-receipt of dividend	12	0
Non-receipt of Share certificates after transfer	1	0
Non-receipt of Annual report	1	0
Non-receipt of demat credit / remat credit	0	0
Non-receipt of rejected Demat Requisition Form	1	0
Others (not included above)	2	0
TOTAL	17	0

V. Remuneration Committee

Composition

The present composition of the Remuneration Committee is as follows:

Name	Position held	Category
Capt. P. P. Radhakrishnan	Chairman	Non-Executive and Independent Director
Mr. S. Ragothaman	Member	Non-Executive and Independent Director
Mr. Amitabha Ghosh	Member	Non-Executive and Independent Director
Ms. Namrata Malushte	Secretary	Company Secretary & Compliance Officer

Terms of reference

- Determine the Company's policy on specific remuneration packages for Executive Directors.
- Bring about objectivity in determining the remuneration package of Executive Directors while striking a balance between the interest of the Company and the Shareholders.
- Recommend the remuneration package of Executive Directors to the Board for its approval.

During the year the meeting of remuneration committee was held on 30th May, 2012.

Remuneration Policy
a. For Executive Directors

The Board of Directors is authorised to decide the remuneration of the Executive Director(s), subject to the recommendation of the Remuneration Committee of Directors and approval of the Shareholders and the Central Government, if required. The details of remuneration paid to Mr. S. Ramakrishnan, Chairman & Managing Director for the year 2012-13 have been disclosed in Note no: 33 to the accounts. The appointment of Mr. S. Ramakrishnan is in terms of the approval received from the Central Government vide its letter bearing reference no. A59091868-CL-VII dated 3rd February, 2010 which is valid from 1st April, 2009 upto 31st March, 2014.

The Whole-time directors Mr. S. Ramakrishnan and Mr. V. Ramnarayan were paid remuneration as per their respective terms of appointment as approved by the Shareholders.

b. For Non-Executive Directors

All fees / compensation paid to Non-Executive Directors are fixed by the Board of Directors of the Company with the previous approval of the Shareholders in the General meeting. Presently, Non-Executive Directors are paid remuneration by way of Sitting fees of ₹ 20,000/- per Board Meeting, Audit Committee Meeting and Remuneration Committee Meeting attended. The details of sitting fees paid to the Non-Executive Directors for the year 2012-13 and shares held by them in the Company as on 31st March, 2013 are as follows:

Name of the Director	Sitting Fees for Board Meetings attended (₹)	Sitting Fees for Audit Committee Meetings attended (₹)*	Number of Equity shares held in Shreyas Shipping & Logistics Ltd. as on 31 st March, 2013
Mr. S. Mahesh	NIL	N.A	112,475
Mr. L. B. Culas	40,000/-	N.A	130,845
Capt. P. P. Radhakrishnan	80,000/-	60,000/-	NIL
Mr. Amitabha Ghosh	120,000/-	70,000/-	NIL
Mr. S. Ragothaman	60,000/-	20,000/-	3,000
Mr. D. T. Joseph	80,000/-	30,000/-	NIL
Mr. Mannil Venugopalan	100,000/-	70,000/-	NIL
Mr. Ritesh S. Ramakrishnan**	20,000/-	20,000/-	168,375

* The sitting fees for Audit committee Meeting is changed from ₹ 10,000/- to ₹ 20,000/- w.e.f. 23rd June, 2012

** Mr. Ritesh S. Ramakrishnan has been appointed as Additional Director and member of Audit Committee w.e.f. 22nd June, 2012.

Presently, the Directors of the Company who are not in whole-time employment of the Company are compensated only by way of sitting fees for attending the meetings of the Board and its Committees. The Board of Directors has not recommended commission for the Directors not in whole-time employment of the Company for the year ended 31st March, 2013.

The Company does not have a scheme for stock options for its Directors. None of the Independent Directors had pecuniary interest in or transactions with the Company during the year.

VI. Share Transfer Committee

The Share Transfer Committee has been specifically constituted for approving the transfer / transmission / transposition of shares and consolidation / splitting of folios, issue of share certificates in exchange for sub-divided, consolidated, defaced share certificates, etc. ensuring compliance with legal requirements of share transfers and co-ordination with the Registrar and Share Transfer Agent, Depositories, etc. The present composition of the Committee is as follows:

Name	Position held	Category
Mr. S. Ramakrishnan	Chairman	Chairman & Managing Director
Mr. V. Ramnarayan	Member	Executive Director
Mr. S. Mahesh	Member	Director
Mr. Rajesh Desai	Member	General. Manager - Finance & Accounts
Ms. Namrata Malushte	Secretary	Company Secretary & Compliance Officer

Meetings of the Share Transfer Committee are usually held fortnightly. 24 meetings of the Share Transfer Committee were held during the year 2012-13.

VII. General Body Meetings

a. Particulars of the last three Annual General Meetings (AGM's)

Financial year	AGM No.	Date	Venue	Time
2011-12	24 th	21 st July, 2012	Sivaswamy Auditorium of Fine Arts Cultural Centre, 61/21 R.C. Marg, Opp. Vijaya Bank, Chembur, Mumbai – 400 071.	11.00 a.m.
2010-11	23 rd	17 th August, 2011	Sivaswamy Auditorium of Fine Arts Cultural Centre, 61/21 R.C. Marg, Opp. Vijaya Bank, Chembur, Mumbai – 400 071.	11.00 a.m
2009-10	22 nd	21 st September, 2010	Sivaswamy Auditorium of Fine Arts Cultural Centre, 61/21 R.C. Marg, Opp. Vijaya Bank, Chembur, Mumbai – 400 071.	11.00 a.m

b. Special resolutions passed at last three AGM's

The following special Resolution was passed by the Shareholders at the AGM held on 21st July, 2012:

- Waiver of excess remuneration paid to Mr. S. Ramakrishnan, Chairman & Managing Director.

The following special resolution was passed by the Shareholders at the AGM held on 17th August, 2011:

- Revision in Remuneration of Mr. V. Ramnarayan, Executive Director.

The following two Special resolutions were passed by the Shareholders at the AGM held on 21st September, 2010:

- Approved the revised remuneration package of Mr. V. Ramnarayan, Executive Director of the Company.
- To raised the funds to the extent of ₹ 100 crores (Rupees one Hundred Crores only) through Rights Issue, public issue(s), preferential issue, private placement(s) or a combination thereof through prospectus, offer document, offer letter, offer circular or otherwise, at such time or times, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest etc., as may be deemed appropriate by the Board at its absolute discretion.

c. Passing of resolutions by Postal ballot

No resolutions were passed by postal ballot during the year ended 31st March, 2013. Postal ballot shall be conducted as per the provisions of the Companies Act, 1956, as and when situations arise.

VIII. Disclosures

- Transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in Annexure to the Notes to Accounts. These are not in conflict with the interests of the Company in view of the following:
 - All details relating to financial and commercial transactions, wherein Directors may have a potential interest are provided to the Board and the interested Directors neither participate in the discussion, nor do they vote on such matters.
 - These are at prices, which are reasonable, having regard to the prevailing market prices at the relevant time.
- In continuation of the practice of keeping the Board of Directors informed about the potential risks of running the business and the Company's processes for risk mitigation and control, the Management periodically submits to the Board, a Risk Assessment & Minimisation Report outlining the various risks encountered by the Company, the control mechanisms adopted for mitigating such risks and the impact of materialization of such risks. The Management continues to take effective steps to mitigate such risks by devising an elaborate business strategy to counter and deal with the components of risks.
- Disclosures have been received from Senior Management personnel to the effect that during the year ended 31st March, 2013, there were no financial and commercial transactions in which they had personal interest that may have a potential conflict with the interest of the Company at large.
- With regard to matters related to capital markets, the Company has duly complied with the requirements

of the Listing Agreements entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, no penalties were imposed or strictures passed against the Company by SEBI, Stock Exchanges or any other statutory authority.

- e. As on 31st March, 2013, the Company has only one subsidiary as follows:

Shreyas Relay Systems Ltd : 100% holding by the Company

The Company has sold its Shareholdings in Haytrans (India) Limited to Shreyas Relay System Limited.

- f. The Company has fully complied with all the mandatory requirements of Clause 49.

The status of compliance with **non-mandatory requirements** stipulated by the said Clause is as under:

- 1 Tenure of Independent Directors is not being restricted to period of nine years in the aggregate since the Board of Directors unanimously opine that the length of the tenure on the Board would not have any material negative impact on the performance of Independent directors and discharge of their duties towards the Company.
- 2 The Board of Directors has constituted a Remuneration Committee consisting of four members, who are non-executive and independent. The Chairman of the Remuneration Committee was present at the 24th Annual General Meeting held on 21st July, 2012.
- 3 Since the half-yearly financial results are being published in leading newspapers as well as being displayed on the Company's website, the said results and summary of significant events are not being sent to each household of Shareholders.
- 4 Adequate and transparent information is circulated to the members of the Board of Directors at its various meetings, which provide valuable inputs on the business of the Company and their responsibilities as Directors. Also, the Directors are kept abreast of the latest developments in Laws, Rules and Regulations, as also on the various risks to which the Company is subject and the manner in which these risks are mitigated and/or minimised. Therefore, the need for a formal training on these issues is not felt necessary presently.
- 5 The re-appointment of Non-executive Directors is proposed and seconded at meetings of the Board of Directors on the basis of the contribution and performance of the Director being re-appointed. The Director being re-appointed does not participate during such discussions nor does he vote on the resolution proposing his re-appointment.
- 6 The Company presently does not have a documented Whistle Blower Policy in place. However, given its

dedication to principles such as honesty, quality, responsibility, compassion, fairness, respect, adaptability and gratitude, the Company personnel feel free to report to the Management, any concerns they may have about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

- 7 The Company ensures that any person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which, in the opinion of the Company, would enable him to contribute effectively to the Company in his capacity as an Independent Director.

- g. Disclosure regarding appointment or re-appointment of Directors

i. Name: Mr. L. B. Culas

Experience:

Mr. L. B. Culas, a Chartered Engineer and a Chartered Ship Broker, has a cumulative maritime experience of over 35 years. He has served abroad for many years on various types of cargo vessels as an Engineer, including four years as Chief Engineer. He also possesses extensive shore experience, which includes various aspect of the Container Feeder Business, right from sourcing the right kind of vessel to the actual running of the service.

Other Directorships:

Name of the companies/firm	Nature of interest
Orient Express Ship Management Ltd	Director
Albatross CFS Pvt. Ltd	Director
Balaji Shipping (U.K) Ltd., UK	Director
Balaji Shipping Co. S.A., Panama	Director
Clarion Shipping Pvt. Ltd. Colombo	Director
Lanka Orient Express Lines Ltd., Colombo	Director
Hayleylines Limited, Colombo	Director
Orient Express Lines Inc. (Panama)	Director
Transworld FZE	Director
Transworld Logistics & Shipping Services, Inc., USA	Director
Balaji Shipping Lines FZCO	Director
Orient Express Lines FZCO	Director
Transworld Saudi Arabia., Saudi Arabia,	Director
Transworld Shipping, Trading & Logistics Services LLC., Oman,	Director.
Transworld Bulk carriers FZCO	Director
Shareholding in Shreyas Shipping & Logistics Ltd. as on 31 st March, 2013: 130845	

II. Name: Mr. S. Ragothaman
Experience:

Mr. S. Ragothaman, aged 67 years is a Commerce Graduate and a Chartered Accountant. He is Ex-General Manager of erstwhile ICICI Ltd (Since merged with ICICI Bank Ltd.). During his almost 3 decades of service at ICICI, he had exposures in Project finance, Investment Banking, Leasing and other financial services. He has represented ICICI Ltd on the Board of various companies including ICICI Asset Management Co. Ltd and ICICI Bank Ltd. After moving out of ICICI Ltd in 1997 he has been offering advisory services to corporates in the areas of Fund Mobilization, Mergers and Acquisitions, Business Restructuring, Micro Finance etc. He is currently on the Board of following Companies:

Other Directorships:

Name of the companies/firm	Nature of interest
Hinduja Foundries Ltd	Director
Xpro India Ltd	Director
Sakthi Finance Ltd	Director
Xpro Global Ltd	Director
Shreyas Relay System Ltd	Director
DIGJAM Ltd	Director
The Bombay Dyeing & Mfg. Co. Ltd	Director

Committee Memberships:

Name of the companies/firm	Name of Committee	Committee Position
Hinduja Foundries Ltd	(a) Audit Committee	Member
	(b) Investor Grievances Committee	Member
Xpro India Ltd	Audit Committee	Chairman
Shreyas Relay System Ltd	Audit Committee	Chairman
DIGJAM Ltd	Audit Committee	Member
The Bombay Dyeing & Mfg. Co. Ltd	Audit Committee	Chairman

Shareholding in Shreyas Shipping & Logistics Ltd. as on 31st March, 2013: 3000

III. Name: Mr. Mannil Venugopalan
Experience:

Mr. Mannil Venugopalan is the former Managing Director and Chief Executive Officer of the Federal Bank (May 2005 till July 2010). He was also been the Chairman & Managing Director of Bank of India since August, 2003 till April, 2005. He has career record spanning four and a half decades in the banking sector and has touched diverse geographies in leadership capacities in India and abroad. He started his career as a Probationary Officer with Bank of India in 1966 and within a stint for 3 years in between with Union Bank of India as Executive Director rose to the position of the Chairman and Managing Director of Bank of India.

His tenure at Federal Bank for half decade is memorable for the transformational initiatives that he launched in the Bank and today is one of the best banks in the country in efficiency parameters and in coping with the inevitable process of adapting to the rapidly changing business environment.

Other Directorships:

Name of the companies/firm	Nature of interest
L&T Finance Holding Limited	Director
IL&FS Environmental Infrastructure & Services Ltd	Director
Lichfel Asset Management Company Ltd	Director
KDDL Limited	Director
Shri Kailash Logistics Limited	Director
Dewan Housing Finance Corporation Ltd	Director
Au Financiers (India) Ltd	Director

Committee Memberships:

Name of the companies/firm	Name of Committee	Committee Position
IL&FS Environmental Infrastructure & Services Ltd	Audit Committee	Member
Lichfel Asset Management Company Ltd	Audit Committee	Member
Dewan Housing Finance Corporation Ltd	Audit Committee	Member
Au Financiers (India) Ltd	Audit Committee	Member

Shareholding in Shreyas Shipping & Logistics Ltd. as on 31st March, 2013: NIL

IX. Means of communication

- a. The financial results of the Company are being published in leading newspapers to provide easier accessibility to the Shareholders and are also displayed on the Company's website www.transworld.co/shreyas

The financial results during the year 2012-13 were published in the newspapers as under:

Newspapers	Date of publication of results for the Quarter ended			
	31/03/2012	30/06/2012	30/09/2012	31/12/2012
Free Press Journal	31/05/2012	23/07/2012	3/11/2012	15/02/2013
Navshakti	31/05/2012	23/07/2012	3/11/2012	15/02/2013

- b. Official press releases and presentations as and when made to the media and Analysts are made available on the Company's website www.transworld.co/shreyas
- c. The Management's Discussion & Analysis Report is appearing as Annexure I to the Directors' Report.

X. Auditors' certificate on Corporate Governance

The Auditors certificate on compliance with the Corporate Governance requirements under Clause 49 of the Listing agreements entered into with the Stock Exchanges is given as Annexure IV to the Directors' Report.

XI. Code of Conduct for prevention of Insider trading

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended in 2002 and 2008, the Company has adopted a comprehensive "Code of Conduct for Prevention of Insider Trading" and "Code of Corporate Disclosure Practices". The Company believes that these Codes will help in ensuring compliance of the SEBI Regulations.

XII. General Shareholders' Information

S. No.	Salient items of interest	Particulars
i.	AGM date	22 nd July, 2013
ii.	AGM Time	11.00 a.m.
iii.	AGM Venue	Sivaswamy Auditorium of Fine Arts Cultural Centre Chembur (East), Mumbai – 400 071

S. No.	Salient items of interest	Particulars
iv.	Financial Calendar (tentative) Results for the quarter ending 30 th June, 2013 30 th September, 2013 31 st December, 2013 31 st March, 2014	1.04.2013 to 31.03.2014 Upto 14 th August, 2013 Upto 14 th November, 2013 Upto 14 th February, 2014 Upto 30 th May, 2014 Annual General Meeting is proposed to be held in September, 2014.
v.	Dates of Book Closure	15 th July, 2013 to 22 nd July, 2013
vi.	Dividend Payment date	The Board recommended Equity Dividend @6% which is subject to the approval of the shareholders at the ensuing Annual General Meeting.
vii.	Listing on Stock Exchanges	Equity shares: The Bombay Stock Exchange Ltd., Mumbai National Stock Exchange of India Ltd.
viii.	Stock Code	The Company has paid listing fees for the year 2012-13 to the Indian Stock Exchanges where its securities are listed. Equity shares: The Bombay Stock Exchange Ltd., Mumbai - 520151 National Stock Exchange of India Ltd. - SHREYAS
ix.	The International Securities Identification Number (ISIN) for the Company's Shares in dematerialised form.	Equity shares: INE757B01015
x.	Registrar & Share Transfer Agent	M/s. Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound L. B. S. Marg, Bhandup (West) Mumbai – 400 078 Tel no. 022 – 25946970, Fax No. 022 -25946969 E-mail: rnt. helpdesk@linkintime.co.in

S. No.	Salient items of interest	Particulars
xi.	Share Transfer System	<p>Transfers of Shares in physical form are processed by M/s. Link Intime India Pvt. Ltd. and are approved by the Share Transfer Committee, which usually meets fortnightly. Transfers of Shares are effected and Share Certificates are dispatched within a period of 30 days from the date of receipt of the request, provided the relevant documents are valid and complete in all respects.</p> <p>Trading in the Company's Shares is permitted only in dematerialised form.</p> <p>In respect of shares held in dematerialised mode, the transfer takes place instantaneously between the transferor, transferee and the Depository Participant through electronic debit / credit of the accounts involved.</p>
xii.	Dematerialisation of shares (Equity)	As at 31 st March, 2013 21,366,732 Equity Shares of ₹ 10/- each (97.31% of the total Equity Shares) in dematerialised mode.
xiii.	Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity	NIL
xiv.	Plant locations	Not applicable as the Company is in shipping and logistics business.

S. No.	Salient items of interest	Particulars
xv.	Address for correspondence	<p>Registered office: 4th Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Govandi (East), Mumbai - 400 088.</p> <p>Administrative office: 2nd Floor, Sahyadris, Geetmala Complex, Near Shah Industrial Estate, Opp. Deonar Village Road, Govandi (E), Mumbai - 400 088. Tel. No. 022 - 66220300 Fax. No.: 022 - 66220444.</p> <p>Registrar & Share Transfer Agents M/s. Link Intime India Pvt. Limited. C-13, Pannalal Silk Mills Compound L. B. S. Marg, Bhandup (West) Mumbai - 400 078. Tel No. 022 - 25946970, Fax No. 022 -25946969 E-mail: mt.helpdesk@linkintime.co.in</p>

Distribution of Shareholding as on 31st March, 2013

Category (Nominal value of shares)		No. of Share-holders	% of Total Share-holders	Share amount (In ₹)	% of Total Share-holding
From	To				
Upto	5,000	13,315	89.96	16,648,890	7.58
5,001	- 10,000	693	4.69	5,751,570	2.62
10,001	- 20,000	400	2.7	6,141,330	2.8
20,001	- 30,000	163	1.1	4,131,930	1.88
30,001	- 40,000	62	0.42	2,222,830	1.01
40,001	- 50,000	32	0.22	1,494,500	0.68
50,001	- 1,00,000	71	0.48	5,125,170	2.33
1,00,001	& above	64	0.43	17 8,059,110	81. 11
Total		14800	100.00	21,95,75,330	100.00

Shareholders' profile

As on 31st March, 2013, the Company had 14,800 shareholders. The Company's Shares are held by diverse entities as per the following break-up.

	Category	No. of Shares held	Percentage of Shareholding	No. Shares Pledged or otherwise encumbered	Percentage of Shares Pledged
A	Promoter's Holding				
	1 Promoters				
	Indian Promoters:	6,31,445	2.87	NIL	N.A.
	Foreign Promoters:	15,461,650	70.42	NIL	N.A.
B	Non-Promoter Holding				
	2 Institutional Investors				
	a. Mutual Funds and UTI	900	0.00	N.A.	N.A.
	b. Banks, Financial Institutions	0	0.00	N.A.	N.A.
	c. Foreign Institutional Investors	1,00,000	0.46	N.A.	N.A.
3	Others				
	a. Bodies Corporate	6,05,066	2.76	N.A.	N.A.
	b. Indian Public	4,713,431	21.46	N.A.	N.A.
	c. NRIs/OCBs	1,77,420	0.81	N.A.	N.A.
	d. HUF	1,81,857	0.83	N.A.	N.A.
	e. Clearing Member	66,958	0.30	N.A.	N.A.
	f. Market Maker	18,806	0.09	N.A.	N.A.
	Total (1+2+3)	21,957,533	100.00	NIL	0.00

Top 10 shareholders as on 31st March, 2013

Sr. No	Name of the Shareholder	Number of Shares held as on 31.03.13	% of Shareholding
1	Transworld Holdings Limited	12351650	56.25
2	Anisha Ramakrishnan	1167325	5.32
3	Mithila Mahesh	1167325	5.32
4	Ritesh S. Ramakrishnan	168375	0.77
5	Murli S. Mahesh	168375	0.77
6	Rajan Ramnarayan	140875	0.64
7	Rajiv Ramnarayan	136375	0.62
8	L. B. Culas	130845	0.60
9	Mahesh Sivaswamy	112475	0.51
10	V. Ramnarayan	109375	0.50

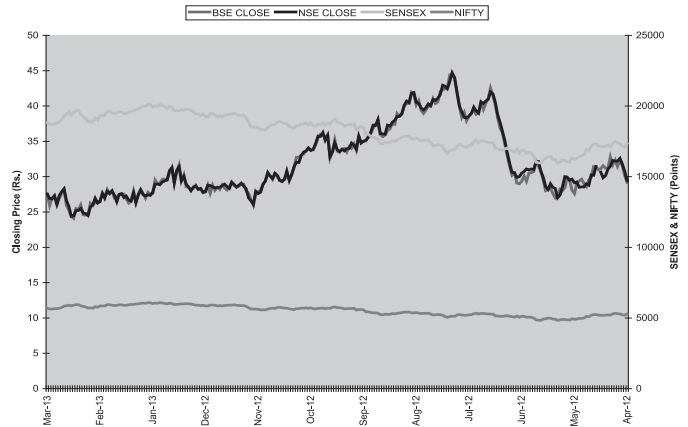
Stock price data

(1) The monthly high and low stock quotations during the financial year 2012-13 and performance in comparison to the BSE Sensex and S&P CNX Nifty is given below:

Month & Year	Share Price of Shreyas on BSE		BSE SENSEX		Share Price of Shreyas on NSE		S&P CNX Nifty	
	Month's High	Month's Low	Month's High	Month's Low	Month's High	Month's Low	Month's High	Month's Low
	(₹)	(₹)	(Index point)	(Index point)	(₹)	(₹)	(Index point)	(Index point)
April 2012	33.00	26.70	17664.10	17010.16	33.00	26.60	5378.75	5154.30
May 2012	32.35	26.65	17432.33	15809.71	32.00	26.65	5279.60	4,788.95
June 2012	41.90	29.00	17448.48	15748.98	42.00	28.70	5286.25	4770.35
July 2012	45.70	36.80	17631.19	16598.48	46.00	37.15	5348.55	5032.40
August 2012	43.10	36.30	17972.54	17026.97	42.90	36.10	5448.60	5209.95
September 2012	40.00	30.20	18869.94	17250.80	41.00	31.65	5735.15	5215.70
October 2012	38.85	30.00	19137.29	18393.42	37.00	29.75	5815.35	4888.20
November 2012	31.25	25.90	19372.70	18255.69	32.50	21.40	5885.25	5548.35
December 2012	30.00	27.25	19612.18	19149.03	29.80	26.65	5965.15	5823.15
January 2013	33.30	26.65	20203.66	19508.93	33.40	26.85	6111.80	5935.20
February 2013	30.30	24.05	19966.69	18793.97	31.60	25.55	6052.95	5671.90
March 2013	28.70	24.00	19754.66	18568.43	29.00	24.05	5971.20	5604.85

(2) Shares traded during 1st April, 2012 to 31st March, 2013

Particulars	On BSE	On NSE
No. of shares traded	9,69,231	15,79,816
Highest Share price	₹ 45.70 (25 th July, 2012)	₹ 46.00 (25 th July, 2012)
Lowest Share price	₹ 24.00 (12 th March, 2013)	₹ 21.40 (27 th November, 2012)
Closing Share price as on 31 st March, 2013	₹ 27.50	₹ 27.55
Market capitalisation as on 31 st March, 2013	₹ 603,832,157.50	₹ 604,930,034.15

(3) The Company's share price movement during 2012-13 on BSE and NSE vis-à-vis respective indices:


Place: Mumbai
 Date: 27th May, 2013

For and on behalf of the
 Board of Directors
V. Ramnarayan
 Executive Director

Certificate

**(Annexure IV to the Directors' Report)
 (As required by clause 49 of the Listing Agreement entered into with Stock Exchanges)**

To the Members of Shreyas Shipping and Logistics Limited

We have examined the compliance of conditions of Corporate Governance by M/s Shreyas Shipping and Logistics Ltd for the year ended on 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements 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 above mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the Certificate of the Registrar and Transfer Agents of the Company.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **PKF Sridhar & Santhanam**
 Chartered Accountants
 Firm Regn No : 003990S

Place: Mumbai
 Date: 27th May, 2013

Ramanarayanan J.
 Partner
 M. No. 220369

Certification by Chief Executive Officer (CEO) and Chief Financial Officer (CFO)

(Annexure III to the Directors' Report)

(As required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges)

To

The Shareholders and the Board of Directors

Shreyas Shipping & Logistics Limited

We, V. Ramnarayan, Chief Executive Officer (as per Clause 49 of the Listing agreement entered into with the Stock Exchanges) and Rajesh Desai, General Manager (Finance & Accounts) (as per Clause 49 of the Listing agreement entered into with the Stock Exchanges), of Shreyas Shipping & Logistics Limited, to the best of our knowledge and belief, certify that:

- a. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2013 (hereinafter referred to as 'the year') and that to the best of our knowledge and belief :
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and have taken requisite steps to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
 - i. Significant changes in internal control over financial reporting during the year; and
 - ii. Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements.
- e. There have been no instances of significant fraud of which we have become aware and any involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
- f. All Board members and senior managerial personnel of the Company have affirmed compliance with the Code of Business Conduct and Ethics during the year ended 31st March, 2013.

Mumbai
Date: 27th May, 2013

V. Ramnarayan
Chief Executive Officer

Rajesh Desai
General Manager (Finance & Accounts)

INDEPENDENT AUDITOR'S REPORT

To the Members of M/s. Shreyas Shipping & Logistics Limited

Report on the Financial Statements

We have audited the accompanying financial statements of M/s. Shreyas Shipping & Logistics Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Basis for Qualified Opinion

- a) *As per the Guidance provided by the Accounting Standards Board of The Institute of Chartered Accountants of India through frequently asked questions on AS 11 Notification, the exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to interest costs is to be considered as "borrowing costs" and accounted for in accordance with Accounting Standard 16 (AS16) - Borrowing Costs. The Company has not considered the "borrowing costs" while adjusting the foreign currency differences to the cost of the assets. It has been clarified by the Ministry of Corporate affairs vide Circular No.25/2012 dated 9th August 2012 that "borrowing costs" need not be considered while capitalizing the eligible exchange differences. But this clarification is effective only from 1st April 2011. In view of this,*
- i. *Cumulative foreign exchange loss understated till March 31, 2011 ₹ 2,12,27,712 (of this ₹ 32,15,949 relates to the period before March 31 2008, ₹ 1,44,20,050 for the year ended March 2009, ₹ 26,40,609 for the year ended March 31 2010, ₹ 9,51,104 for the year ended March 31 2011),*
 - ii. *Depreciation related to above including the adjustment to opening reserves is cumulatively overstated to the extent of ₹ 48,03,328 (of this ₹ 1,398 relates to the period before March 31 2008, ₹ 1,73,929 for the year ended March 31 2009, ₹ 18,82,072 for the year ended March 31 2010, ₹ 3,57,473 for the year ended March 31 2011, ₹ 11,94,228 for the year ended March 31 2012 and ₹ 11,94,228 for the current year),*
 - iii. *Profit for the year ended 31 March 2013 is understated by ₹ 11,94,228 and*
 - iv. *Fixed assets and Reserves are overstated to the extent of ₹ 1,64,24,384.*
- b) *The Company has changed the Accounting Policy in the current year for Dry dock Expenses to amortize the same over 30 months, whereas in the previous years such expenses were charged off to statement of Profit and Loss in the year of incurrence. Accordingly ₹ 4,86,85,374, out of total expenditure of ₹ 6,74,88,899 incurred on Dry dock in the current year, has been deferred to be amortized over the balance period. Had the earlier policy been adopted, charge to statement of Profit and Loss would have been higher to the extent of ₹ 4,86,85,374 for the year ended*

31st March, 2013. Consequently profit for the year ended 31st March, 2013 would have been lower by ₹ 4,86,85,374, other non-current assets as on 31st March, 2013 lower by ₹ 2,16,75,014, and other current assets as on 31st March, 2013 lower by ₹ 2,70,10,360.

- c) In view of (a) and (b) above, profit is overstated to the extent of ₹ 4,74,91,146 for the year, the reserves are overstated to the extent of ₹ 6,51,09,758, fixed assets is overstated to the extent of ₹ 1,64,24,384, other non-current assets is overstated to the extent of ₹ 2,16,75,014, and other current assets is overstated to the extent of ₹ 2,70,10,360.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 33 of the financial statements regarding payment of Managerial Remuneration which is in excess of limit prescribed under Companies Act, 1956. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of

India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:
- (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) Except for the effects of the matters described in the Basis for Qualified Opinion paragraph, in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Act;
- (e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **PKF Sridhar & Santhanam**
Chartered Accountants
Firm's Regn. No.: 003990S

Ramanarayanan. J
Partner
Mem. No.: 220369

Place: Mumbai
Date: 27th May, 2013

Annexure
Referred to in paragraph 1 on 'Report on Other Legal and Regulatory Requirements' of our report of even date

- I. (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The major fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;
- (c) The Company has not disposed any material assets during the year;
- II. (a) Physical verification of inventory has been conducted at reasonable intervals by the management;
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business;
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification;
- III. (a) Except for Unsecured interest bearing loan of ₹ 7,00,00,000/- given to M/s. Shreyas Relay Systems Limited (repayable on demand), a wholly owned subsidiary Company, the company has neither granted nor taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Act.
- (b) The rate of interest and other terms and conditions of loans given by the company, secured or unsecured, are not prima facie prejudicial to the interest of the company;
- (c) There are no overdue amounts of more than ₹ 1,00,000 during the year;
- IV. There is an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of services. No goods are sold by the Company. There is no continuing failure to correct major weaknesses in internal control;
- V. (a) The Particulars of Contracts or arrangements referred in section 301 of the Act have been entered in the register required to be maintained under that section; and
- (b) Each of these transactions have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time;
- VI. The company has not accepted deposits from the public during the year;
- VII. The Company has an internal audit system commensurate with its size and nature of business.
- VIII. Maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act;
- IX. (a) The company has been generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Service tax, Wealth Tax, Custom Duty, cess and any other statutory dues with the appropriate authorities. The Company is not registered under Value added Tax and Excise duty legislations. There are no arrears of outstanding statutory dues as at the last day of the Financial year for a period of more than six months from the date they became payable.
- (b) There are no dues of sales tax/income tax/custom tax/wealth tax/excise duty/cess which have not been deposited on account of any dispute.
- X. The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in such financial year and in the financial year immediately preceding such financial year also;
- XI. The Company has not defaulted in repayment of dues to financial institutions;
- XII. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities;
- XIII. The Company is not a Nidhi/ Mutual benefit fund/ Society; the provisions of special statute applicable to chit fund are not applicable to the Company;
- XIV. The Company is not dealing or trading in shares, securities, debentures and other investments;
- XV. The Company has not given any guarantee for loans taken by others from banks or financial institutions except for guaranteeing loans taken by its Subsidiaries (Shreyas Relay Systems Limited and SRS Freight Management Limited (formerly known as Haytrans India Limited), the terms and conditions whereof are not prejudicial to the interest of the company;
- XVI. Term loans were applied for the purpose for which the loans were obtained;
- XVII. On an overall examination of Balance Sheet, we report that no funds raised on short-term basis have been used for long term investment;
- XVIII. The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act;
- XIX. The Company has not issued any debentures during the year;
- XX. There have been no public issues during the year;
- XXI. Based on the audit procedures adopted and according to the information and explanations given to us by the management, no fraud on or by the Company has been noticed or reported during the course of the year.

For **PKF Sridhar & Santhanam**
 Chartered Accountants
 Firm's Regn. No.: 003990S

Ramanarayanan. J
 Partner
 Mem. No.: 220369

Place: Mumbai
 Date: 27th May, 2013

BALANCE SHEET AS AT 31ST MARCH, 2013

Particulars	Notes	(Amount in ₹)	
		As at 31 st March 2013	As at 31 st March 2012
Equity & Liabilities			
Shareholder's Funds			
Share Capital	3	219,575,330	219,575,330
Reserves and Surplus	4	1,272,304,922	1,215,726,707
Non-Current Liabilities			
Long-term borrowings	5	817,119,234	479,391,698
Long-term provisions	6	57,808,602	3,315,700
Current Liabilities			
Short-term borrowings	7	43,988,196	-
Trade payables	8	166,207,139	120,949,620
Other current liabilities	9	214,241,011	165,707,621
Short Term provisions	10	16,607,778	13,933,921
TOTAL		2,807,852,212	2,218,600,597
Assets			
Non-current assets			
Fixed assets	11		
Tangible assets		2,145,446,891	1,619,127,747
Non-current investments	12	25,150,000	25,150,000
Other non-current assets	13	78,599,681	27,215,312
Current assets			
Current investments	14	712,943	111,614,580
Inventories	15	77,544,654	59,025,091
Trade receivables	16	205,826,831	241,251,599
Cash and bank balances	17	69,471,142	73,402,612
Short-term loans and advances	18	110,023,645	30,286,401
Other current assets	19	95,076,425	31,527,255
TOTAL		2,807,852,212	2,218,600,597
Summary of significant accounting policies	2		
The accompanying notes form an integral part of this Balance Sheet			

As per our report of even date

FOR PKF SRIDHAR & SANTHANAM

 Chartered Accountants
 Firm Regn No 003990S

Ramanarayanan J.

 Partner
 Membership No. 220369

 Place : Mumbai
 Date : 27th May 2013

For and On behalf of the Board

V. Ramnarayan
 Executive Director

Ritesh S. Ramakrishnan
 Director

Amitabha Ghosh
 Director

Rajesh Desai
 General Manager - Finance & Accounts

Namrata Malushte
 Company Secretary

 Place : Mumbai
 Date : 27th May 2013

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

Particulars	Notes	(Amount in ₹)	
		Year ended 31 st March 2013	Year ended 31 st March 2012
I. INCOME			
Income from Operations	20	2,043,197,082	1,676,925,188
Other Income	21	20,175,024	35,175,074
Total Income		2,063,372,106	1,712,100,262
II. Expenses:			
Operation cost	22	515,763,823	541,554,674
Fuel cost	23	931,204,444	758,281,110
Employee benefit expenses	24	238,458,116	180,488,189
Finance cost	25	66,987,898	37,968,899
Depreciation and amortization expense	11	140,279,278	115,993,762
Other expenses	26	37,880,606	24,922,090
TOTAL EXPENSES		1,930,574,165	1,659,208,724
III Profit before exceptional and extraordinary items and tax (I - II)		132,797,941	52,891,538
IV Exceptional Items		-	-
V Profit before extraordinary items and tax (III - IV)		132,797,941	52,891,538
VI Extraordinary Items		-	-
VII Profit before tax (V - VI)		132,797,941	52,891,538
VIII Tax expense:			
Current tax		6,500,010	1,210,000
Prior Year tax/(Credit)		-	(2,166,148)
IX Profit for the year (VII - VIII)		126,297,931	5,38,47,686
Earning per equity share: (Nominal Value of Share ₹ 10)	39	5.75	2.05
- Basic / Diluted			
Summary of significant accounting policies	2		
The accompanying notes form an integral part of this statement of Profit and Loss			

As per our report of even date

FOR PKF SRIDHAR & SANTHANAM

 Chartered Accountants
 Firm Regn No 003990S

Ramanarayanan J.

 Partner
 Membership No. 220369

Place : Mumbai

 Date : 27th May 2013

For and On behalf of the Board

V. Ramnarayan
 Executive Director

Ritesh S. Ramakrishnan
 Director

Amitabha Ghosh
 Director

Rajesh Desai
 General Manager - Finance & Accounts

Namrata Malushte
 Company Secretary

Place : Mumbai

 Date : 27th May 2013

CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	(Amount in ₹)	
	Year ended 31 st March, 2013	Year ended 31 st March, 2012
A Cash flow from operating activities		
Net profit/ (Loss) before tax	132,797,941	52,891,538
Adjusted for Non cash / Non Operating items		
Depreciation	140,279,278	115,993,762
Loss/(Profit) on Sale on Fixed assets	(58,404)	716,877
Loss/(Profit) on Sale of Investments	(65,200)	-
Interest Expenses on Loans	66,987,898	37,968,899
Unrealised Exchange / swap Loss / (Gain) on current assets & Liabilities	655,669	(1,165,166)
Dividend received from Subsidiary	-	(21,879,781)
Income from current Investments	(4,046,432)	(4,210,589)
Interest Income	(944,932)	(123,314)
Operating Profit Before Working Capital changes	(a) 335,605,818	180,192,226
Adjustments for : Increase/(Decrease)		
Increase/(Decrease) in Current Assets		
Inventories	18,519,563	11,075,737
Sundry Debtors	(35,252,511)	116,687,680
Other Current Assets, Loans and Advances	121,443,070	(31,353,257)
	104,710,122	96,410,160
Less: increase/(Decrease) in Current Liabilities & Provision	(110,482,081)	13,934,105
Net increase/(Decrease) in Working Capital	(b) (5,771,959)	110,344,265
Cash Generated from Operations	(a) - (b) 341,377,777	97,716,171
Less: Taxes Paid	9,773,038	(15,082,190)
NET CASH FROM OPERATING ACTIVITIES	(A) 331,604,739	112,798,361
B Cash flow from investing activities		
Addition to Fixed Assets	(667,886,740)	(113,762,929)
Sale of Fixed Assets	1,346,722	1,251,504
Sale of Investments	-	118,234,171
Interest Income	944,932	123,314
Dividend received from Subsidiary	-	21,879,781
Income from Current Investments	4,111,632	4,210,589
NET CASH FROM INVESTING ACTIVITIES	(B) (661,483,454)	31,936,430
C Cash Flow from Financing Activities		
Proceeds / (Repayment) of Borrowings (Net)	365,828,537	50,110,161
Redemption of Preference Share capital	-	(80,000,000)
Loan to Subsidiary (Net of Repayment)	(70,000,000)	52,500,000
Interest Expenses	(66,987,898)	(37,968,899)
Dividend Paid	(12,759,797)	(24,048,175)
NET CASH FROM FINANCING ACTIVITIES	(C) 216,080,842	(39,406,913)
NET CHANGES IN CASH & CASH EQUIVALENT	(A+B+C) (113,797,873)	105,327,878
CASH & CASH EQUIVALENTS - OPENING BALANCE	182,063,526	77,470,561
ADD : NET CHANGES IN CASH & CASH EQUIVALENT AS ABOVE	(113,797,873)	105,327,878
ADD : EFFECT OF CHANGES IN EXCHANGE RATES ON CASH AND CASH EQUIVALENTS	(442,586)	(734,913)
CASH & CASH EQUIVALENTS - CLOSING BALANCE	67,823,067	182,063,526
CLOSING CASH & CASH EQUIVALENTS CONSISTS OF		
CASH ON HAND (Refer Note 17)	936,680	550,931
BALANCES WITH SCHEDULE BANK IN CURRENT ACCOUNT & DEPOSITS (Refer Note 17)	66,173,444	69,898,015
INVESTMENT IN LIQUID FUND SECURITIES (Refer Note 14)	712,943	111,614,580
TOTAL	67,823,067	182,063,526

Notes:

- The above statement has been prepared by indirect method.
- Cash and Cash equivalents include cash and bank balances and Investments in Liquid fund securities of Mutual Funds maturing within 90 days and exclude margin money deposits.

As per our report of even date
FOR PKF SRIDHAR & SANTHANAM
 Chartered Accountants
 Firm Regn No 003990S

Ramanarayanan J.
 Partner
 Membership No. 220369

Place : Mumbai
 Date : 27th May 2013

For and On behalf of the Board
V. Ramnarayan
 Executive Director
Ritesh S. Ramakrishnan
 Director

Amitabha Ghosh
 Director
Namrata Malushte
 Company Secretary
 Place : Mumbai
 Date : 27th May 2013

Rajesh Desai
 General Manager - Finance & Accounts

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

Corporate Information

1 Shreyas Shipping and Logistics Limited (SSLL) is India's first container feeder owning and operating company. SSLL started its operations in 1993 primarily to fill the gap for feeding of containers between Indian ports and internationally renowned Asian transshipment ports. SSLL's shares are listed on both Bombay Stock Exchange and National Stock Exchange.

2 Summary of significant accounting policies

Basis of Preparation & Use of Estimates

The Financial Statements are prepared under the historical cost convention on accrual and going concern basis and materially comply with Accounting Standards (AS) as mandated by Rule 3 of the Companies (Accounting Standards) Rules, 2006.

The preparation of financial statements requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) as of the date of financial statements and the reported income and expenses during the reporting period. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

a. Fixed Assets - Tangible & Intangible

Fixed Assets are stated at cost of acquisition less accumulated depreciation. Cost of acquisition is inclusive of freight, duties, levies and any directly attributable cost of bringing the assets to their working condition for intended use.

Expenses specifically attributable to construction of new built ship including forex loss/gain on forward covers taken for the purpose of payment of installments to the ship-builder are capitalised.

When assets are retired or otherwise disposed off, the cost of such assets and the related accumulated depreciation are removed from the accounts. Any profit or loss on retirement or other disposal is reflected in the statement of Profit and Loss.

b. Dry Dock/Special Survey expenses

Dry Dock/ Special Survey Expenses are normally incurred twice in a period of 5 years. Major improvements are capitalised as a cost of Ship and other expenses are charged over the period of Dry Dock Cycle i.e. 2.5 Years.

c. Depreciation

Tangible assets

In respect of fleet, the amount determined by charging the cost reduced by residual value as technically

assessed equally over the expected useful life of the fleet or depreciation at the rate prescribed (5%) under the Schedule XIV to the Companies Act ,1956 which ever is higher, is provided as depreciation.

Depreciation on Tangible Assets has been provided on straight line method on pro-rata basis at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

Depreciation on leasehold improvements is provided on the basis that the leases would be renewed consistent with past practice.

Depreciation has been provided prospectively, where the cost of depreciable asset has undergone change due to following :

- (a) Increase/decrease in Long term foreign currency liability on account of exchange fluctuations.
- (b) Additions and major improvements forming an integral part of an asset.

Assets individually costing ₹ 5000 or less are depreciated in full in the year of acquisition.

Intangibles assets

In respect of software, Depreciation is provided at 33.33% on straight line method, which is higher than the rate prescribed in schedule XIV to the Companies Act, 1956.

d. Revenue Recognition

- i) All Income and expenditure are accounted for, on accrual basis other than interest on overdue bills.
- ii) Operating Earnings represent the value of charter hire and freight earnings. Freight income is recognized once the ship calls on the port of delivery.
- iii) Income and Expenses relating to unfinished leg of the voyage as at the date of Balance Sheet are carried forward and included under Current Liabilities and Current Assets respectively. Expenses aggregated under unfinished leg of voyages include fixed and semi-fixed ship operating costs.
- iv) Stores and Spares (other than lube oils and victualling) are charged off to statement of Profit and Loss, on receipt.
- v) The revenue in respect of the duty free import licenses, under Served From India Scheme, is recognized as income in the books of account when and to the extent there is no significant uncertainty as to their ultimate realization.
- vi) Interest on deposits of surplus funds is recognised on time proportion basis.

e. Investments

Long term Investments are stated at cost. Diminution in the value of investments, other than temporary in nature, is provided for. Current investments are valued at cost or market value whichever is lower.

f. Inventories

Inventories are valued at lower of Cost or Net Realisable Value. The cost is determined under "First in First out" formula.

Material procured for dry dock and remaining unutilised are included in inventory and valued as above.

g. Foreign Exchange Transactions

- i) Transactions in foreign currencies are recorded at standard exchange rates prevailing in the respective fortnight of the relevant transactions. The realized exchange gains or losses are recognized in the statement of Profit and Loss.
- ii) The exchange differences on repayment / translation of foreign currency liabilities contracted for acquisition of fixed assets from a country outside India were added to / deleted from the cost of the relevant fixed assets in terms of the then Schedule VI to the Companies Act, 1956 upto 31st March, 2007.
- iii) The exchange differences arising on reporting of long term foreign currency monetary items (including those arising on settlement), in so far as they relate to acquisition of depreciable capital assets are adjusted to the cost of the capital asset, with effect from 1st April 2007, in terms of Ministry of Corporate affairs Notification dated 31st March, 2009. Applicability of the above notification has since been extended upto March 2020.
- iv) Other Monetary Assets and Liabilities denominated in foreign currency are translated at the year end exchange rates. The resultant gain or loss on such translation is recognised in the statement of Profit and Loss.
- v) In respect of forward exchange contracts covering either Company's earnings or payments (other than firm commitments and highly probable forecast transactions), the premium or discount arising at the inception of the contract is amortised as expense or income over the life of the contract. Exchange differences on such a contract are recognised in the statement of profit and loss in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense for the period. In case of a new built ship, in respect of forward exchange contract entered into to hedge the foreign currency risk of a firm commitment or highly probable forecast transaction (not covered by Accounting Standard 11 revised

2003), the company capitalises all the related costs including premium or discount, exchange difference and profit/loss on cancellation of such contracts, if any.

h. Derivatives

Derivatives are accounted as follows based on a limited early adoption of AS-30 to the extent not in conflict with legal provisions and other Accounting Standards:

- a) Fair value hedges are marked to market and the notional Loss or Gain is accounted in the statement of Profit and Loss.
- b) Cash flow hedges are marked to market and the notional loss or gain is taken to Hedging reserve account.
- c) Other derivatives are marked to market and the notional losses or gains are booked in the statement of Profit and Loss.
- d) Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting.

i. Employee Benefits

The Company has a defined Contribution plan for shore employees for provident fund and contributions made to the relevant authorities under this scheme are charged to the statement of Profit and Loss. Company has no other obligation except the monthly contributions.

Company has defined benefit plans for shore employees namely gratuity and leave encashment and compensated absence, the liability for which is provided based on actuarial valuation determined under Projected Unit Credit method. Contributions under gratuity scheme are made to Life Insurance Corporation of India (LIC) in accordance with the terms of the policy taken under their Group Gratuity Scheme. Actuarial gains / losses comprise experience adjustments and the effect of changes in actuarial assumptions and are recognised immediately in statement of Profit and Loss as Income / Expense.

Any other termination benefits are recognised as expenses immediately on the basis of actual expenses.

In respect of Floating staff, Provident fund and Gratuity contributions are made to Seamens Provident Fund and Seafarers Welfare Fund Society respectively. No Gratuity is payable in respect of officers on board who are on contract with the Company. Company has no further obligation except the monthly contributions.

j. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition / construction of the underlying qualifying fixed assets are capitalised as a part of the respective asset up to the date of acquisition / completion of construction.

Term loan processing charges are accounted over the tenure of loan.

k. Leases

Assets acquired on lease where a significant portion of the risk and rewards of the ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to revenue.

l. Taxation

The Company has opted for Tonnage Tax and current tax is the aggregate of Tonnage Tax for shipping income and income tax on non-shipping income. In view of Company opting for Tonnage Tax, no provision is made for deferred tax,

m. Asset Impairment

The company reviews the carrying values of tangible and intangible assets for any possible impairment at each Balance Sheet date. Impairment loss, if any, is recognised in the year in which impairment takes place.

n. Provisions and Contingent liabilities

Provisions are recognised when there is a present obligation as a result of past events where it is probable that there will be outflow of resource to settle the obligation and when a reliable estimate of the amount of the obligation can be made. When any such present obligation can not be measured or where a realistic estimate of the obligation can not be made, contingent liabilities are recognised.

Contingent liabilities are also recognised when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more future events not wholly within the control of the company.

O. Duty free import licenses under Served from India Scheme.

The revenue in respect of the duty free import licenses is recognized as income in the books of accounts on receipt of necessary duty credit instruments.

3) SHARE CAPITAL

(Amount in ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
AUTHORISED		
2,40,00,000 (2,40,00,000) Equity Shares of ₹ 10/- each	240,000,000	240,000,000
14,00,000 (14,00,000) 9.5% Non-Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each	140,000,000	140,000,000
	380,000,000	380,000,000
ISSUED, SUBSCRIBED AND PAID UP		
2,19,57,533 (2,19,57,533) Equity Shares of ₹ 10/- each fully Paid up	219,575,330	219,575,330
TOTAL	219,575,330	219,575,330

3a. During the year, the Company has not issued/bought back any of the Equity Shares. Movement in respect of Preference Share is given below

Particulars	31-Mar-13		31-Mar-12	
	Nos.	Amt. (₹)	Nos.	Amt. (₹)
At the beginning of the year	-	-	800,000	80,000,000
(+) Issued during the year	-	-	-	-
(-) Redeemed during the year*	-	-	800,000	80,000,000
Outstanding at the end of the year				

* 9.5% Non-Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each fully paid up. These Preference Shares were redeemed on 28th March 2012, out of free reserves of the company. In terms of Section 80 of the Companies Act, 1956, the company has created Capital Redemption Reserve equivalent to face value of Preference shares redeemed (Refer Note No 4)

3b. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10/- per share. The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts,. The distribution will be in proportion to the number of equity shares held by the shareholders.

3c. Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	31-Mar-13		31-Mar-12	
	Nos.	% of Holding	Nos.	% of Holding
Transworld Holdings Limited (Holding Company)	12,351,650	56.25%	12,351,650	56.25%
Mithila V Mahesh	1,167,325	5.32%	1,167,325	5.32%
Anisha Valli Ramakrishnan	1,167,325	5.32%	1,167,325	5.32%

3d. 1,01,62,750 Equity shares of ₹ 10/- each, allotted as fully paid up pursuant to contract(s) without payment being received in cash in the financial year 1994-95.

3e. 21,33,333 Equity shares of ₹ 10/- each, issued as fully paid up on conversion of equal number of Global Depository Receipts (GDR) in the financial year 2006-07.

3f. No bonus shares have been issued during the last five years.

4) RESERVE AND SURPLUS
(AMOUNT IN ₹)

PARTICULARS	As at 31 st March 2013	As at 31 st March 2012
a) Capital Redemption Reserve		
As per last balance sheet	130,000,000	50,000,000
Add : Transfer from Statement of Profit and Loss on redemption of Non-Cumulative Redeemable Preference Shares (refer note 3)	-	80,000,000
	130,000,000	130,000,000
b) Securities Premium		
As per last Balance sheet	382,292,449	382,292,449
c) General Reserve		
As per last balance sheet	171,715,149	141,715,149
Add : Transfer from Statement of Profit and Loss	-	-
Add : Transfer from Asset Impairment Reserve	-	30,000,000
	171,715,149	171,715,149
d) Tonnage Tax Reserve		
As per last balance sheet	129,046,945	123,046,945
Add : Transfer from Statement of Profit and Loss	25,000,000	6,000,000
Less : Transfer to Tonnage Tax Utilised Reserve	129,046,945	-
	25,000,000	129,046,945
e) Tonnage Tax Utilised Reserve		
As per last balance sheet	103,453,055	103,453,055
Add : Transfer from Tonnage Tax Reserve	129,046,945	-
	232,500,000	103,453,055
f) Asset Impairment Reserve		
As per last balance sheet	-	30,000,000
Less : Transfer to General Reserve *	-	30,000,000
	-	-

(AMOUNT IN ₹)

PARTICULARS	As at 31 st March 2013	As at 31 st March 2012
g) Hedging Reserve		
Provision for Hedging Losses (AS-30)	(54,306,192)	-
h) Surplus in the statement of profit and loss		
Balance as per last Balance Sheet	299,219,109	352,867,632
Profit for the year	126,297,931	53,847,686
Amount available for appropriation	425,517,040	406,715,318
Less Appropriations		
Transfer to General Reserve	-	-
Transfer to Capital Redemption Reserve	-	80,000,000
Transfer to Tonnage Tax Reserve	25,000,000	6,000,000
Dividend paid on Preference shares	-	7,516,940
Tax on Dividend Paid on Preference Shares	-	1,219,472
Proposed Dividend on Equity Shares	13,174,520	10,978,767
Tax on Proposed Dividend on Equity Shares	2,239,004	1,781,030
Total Appropriations	40,413,524	107,496,209
Net Surplus in the statement of profit and loss	385,103,516	299,219,109
Total reserves and surplus	1,272,304,922	1,215,726,707

* Company had created an Asset Impairment Reserve in the year 2004-05. As there were no impairment during the last seven years, Company decided to transfer the same to the General Reserve.

(5) Long-term borrowings

(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Secured :		
Term Loan from Banks	987,058,565	621,230,028
Less: Current Maturities of above loans disclosed under "Other Current Liabilities" (Note no. 9)	169,939,331	141,838,330
TOTAL	817,119,234	479,391,698

(5a) Nature of security and terms of repayment for secured loan availed from Banks

- (i) Canara Bank FCNR Loan \$1,27,79,460, is secured by a first charge over the Vessel M.V.Oel Trust and M.V.Oel Shreyas and collateral charge over M.V.Oel Unity. Loan to be repaid in 58 structured monthly installments with the first repayment starting from January 2012 i.e. \$2,29,190. Foreign currency loan carries interest @ LIBOR (6months) +450bps. Loan repaid during the year 2012-13 is \$ 27,50,280. (Previous Year - \$ 6,87,570)
- (ii) Axis Bank Car loan of ₹ 33,87,872, is secured by hypothecation of car, carrying interest @10.06%, (on a monthly reducing basis) . The Loan is repayable in 36 equal monthly installment of ₹ 1,12,000 starting from July 2011. Loan repaid during the year 2012-13 is ₹ 13,44,000. (Previous Year - ₹ 7,78,936)
- (iii) ICICI Bank Loan ₹ 47,75,00,000 , is secured by a first charge over the Vessel M.V.Oel Kochi and M.V.Oel Kutch and collateral charge over M.V.Oel Victory. Loan to be repaid in 28 quarterly installments with the first repayment starting from October 2013. ICICI Bank Loan carries interest @ I-Base + 290 bps.

(5b) There have been no defaults in repayment of any of the loans or interest thereon as at the end of the year.

(6) Long term provisions
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
For employee benefits		
Compensated Absence	3,502,410	3,315,700
Others		
Derivatives Liability (Refer Note 32)	54,306,192	-
TOTAL	57,808,602	3,315,700

Disclosures required as per AS - 15 on "Employees Benefits" has been made in Note no. 27

7) Short-term borrowings
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Secured :		
Working Capital Loan From Bank (13.75% p.a. Working Capital from Standard Chartered Bank, secured by hypothecation of present and future book debts and inventory of the company)	43,988,196	-
TOTAL	43,988,196	-

(8) Trade payables
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Sundry Creditors for Trade		
Due to Micro and Small Enterprises	-	-
Due to Others	166,207,139	120,949,620
TOTAL	166,207,139	120,949,620

8a) Disclosure under Micro, Small and Medium Enterprise Development Act, 2006.

Particulars	2012-13	2011-12
(a) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;	Nil	Nil
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
(c) The 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 year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	Nil	Nil
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil

(9) Other current liabilities
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Current Maturities of Long Term Borrowings (Refer Note 5)	169,939,331	141,838,330
Interest accrued but not due on loans	1,101,903	10,939
Unclaimed Dividend*	2,361,018	2,998,981
Unfinished Voyage income	19,658,080	3,411,723
Liability for Employee Benefits	14,414,788	13,084,835
Statutory Liabilities	6,765,891	4,362,813
TOTAL	214,241,011	165,707,621

* No amount is due and outstanding to be credited to the Investor Education and Protection fund

(10) Short term provisions
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
For employee benefits		
Compensated Absence	1,194,254	1,174,124
Others		
Proposed Equity Dividend	13,174,520	10,978,767
Tax on Proposed Equity Dividend	2,239,004	1,781,030
TOTAL	16,607,778	13,933,921

(11) Fixed Assets
(AMOUNT IN ₹)

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	COST AS AT 01.04.2012	ADDITIONS	DEDUCTIONS/ ADJUSTMENTS	COST AS AT 31.03.2013	AS AT 01.04.2012	FOR THE YEAR	DEDUCTIONS/ ADJUSTMENTS	AS AT 31.03.2013	AS AT 31.03.2013	AS AT 31.03.2012
TANGIBLES										
FLEET	2,177,675,131	619,775,505	36,262,741	2,833,713,377	566,471,036	138,971,206	-	705,442,242	2,128,271,135	1,611,204,095
FURNITURE & FIXTURES	301,409	8,599,671	-	8,901,080	77,057	256,034	-	333,091	8,567,989	224,352
OFFICE EQUIPMENTS	2,708,087	2,210,959	(1,033,254)	3,885,792	655,278	174,087	(287,420)	541,945	3,343,847	2,052,809
COMPUTERS	3,477,886	1,037,864	(830,578)	3,685,172	2,588,665	403,702	(733,485)	2,258,882	1,426,290	889,221
VEHICLES	5,827,138	-	(1,209,506)	4,617,632	1,069,868	474,249	(764,115)	780,002	3,837,630	4,757,270
A)TOTAL TANGIBLE ASSETS AS ON 31.03.2013	2,189,989,651	631,623,999	33,189,403	2,854,803,053	570,861,904	140,279,278	(1,785,020)	709,356,162	2,145,446,891	1,619,127,747
A)TOTAL TANGIBLE ASSETS AS ON 31.03.2012	2,079,552,210	31,004,111	79,433,330	2,189,989,651	456,410,107	115,808,906	(1,357,109)	570,861,904	1,619,127,747	
INTANGIBLES										
COMPUTER SOFT WARE	2,058,002	-	(18,200)	2,039,802	2,058,002	-	(18,200)	2,039,802	-	-
B)TOTAL INTANGIBLE ASSETS AS ON 31.03.2013	2,058,002	-	(18,200)	2,039,802	2,058,002	-	(18,200)	2,039,802	-	-
B)TOTAL INTANGIBLE ASSETS AS ON 31.03.2012	2,058,002	-	-	2,058,002	1,873,146	184,856	-	2,058,002	-	-
TOTAL (A + B) AS ON 31.03.2013	2,192,047,653	631,623,999	33,171,203	2,856,842,855	572,919,906	140,279,278	(1,803,220)	711,395,964	2,145,446,891	1,619,127,747
TOTAL (A + B) AS ON 31.03.2012	2,081,610,212	31,004,111	79,433,330	2,192,047,653	458,283,253	115,993,762	(1,357,109)	572,919,906	1,619,127,747	

(12) Non-current Investments
(AMOUNT IN ₹)

Particulars	Face Value	As at 31 st March 2013		As at 31 st March 2012	
		No. of Shares/ debentures	Amt (₹)	No. of Shares/ debentures	Amt (₹)
1) TRADE-UNQUOTED- Fully Paid - At Cost IN SUBSIDIARY					
a SHREYAS RELAY SYSTEMS LIMITED (Wholly owned subsidiary) - Equity Shares.	10.00	2,500,000	25,000,000	2,500,000	25,000,000
OTHERS - UNQUOTED- Fully Paid - At Cost					
b ORIENT EXPRESS SHIP MANAGEMENT LIMITED - Equity Shares.	10.00	15,000	150,000	15,000	150,000
TOTAL NON CURRENT INVESTMENTS			25,150,000		25,150,000

(13) Other non-current assets
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Unsecured considered good, unless otherwise stated		
Advance Income Tax [Net of provision ₹ 1,05,88,894/-] (March 31, 2012: ₹ 83,97,404/-)	27,089,727	23,816,699
Unamortised Loan Processing charges	13,173,698	2,849,401
Unamortised Dry Dock Expenditure	21,675,014	-
Bank Fixed Deposits with original Maturity of more than 12 months*	16,227,280	45,315
Others**	433,962	503,897
TOTAL	78,599,681	27,215,312

* Bank deposits are on lien towards debt service account

** Others include amount with Port Trust of India ₹ 50,000/- (March 31, 2012: ₹ 50,000/-)

(14) Current Investments
(AMOUNT IN ₹)

S. No.	Particulars	As at 31.03.2013		As at 31.03.2013		As at 31.03.2012	
		NAV	Face Value	Units	Amount	Units	Amt (₹)
	At cost or market value, whichever is less Mutual Fund (Unquoted)						
a	DWS ULTRA SHORT TERM FUND -INST.DAILY DIVIDEND-REINVESTMENT	-	-	-	-	99,401.63	10,510,231
b	BIRLA SUNLIFE CASH PLUS-INST.DAILY DIVIDEND-REINV.	-	-	-	-	23,282.80	2,515,078
c	BIRLA SUNLIFE CASH MANAGER-IP DAILY DIVIDEND-REINV.	-	-	-	-	100,466.58	10,049,672
d	Prudential ICICI Short Term Plan-Fortnightly Div	-	-	-	-	-	-
e	Reliance Money Manager Fund-Retail-Daily Div	-	-	-	-	9,992.78	10,003,986
f	IDBI ULTRA SHORT TERM FUND -DAILY DIVIDEND -REINVESTMENT	-	-	-	-	-	-
g	HDFC Cash Management Fund-Treasury Advantage Plan-Daily Div.	-	-	-	-	1,994,693.78	20,009,771
h	TATA FLOATER FUND- DAILY DIVIDEND	-	-	-	-	-	-
i	BARODA PIONEER TREASURY ADVANTAGE FUND-REGULAR DAILY DIV.	-	-	-	-	12,615.30	12,627,288
j	DWS ULTRA SHORT TERM FUND -IP DAILY DIVIDEND-REINV.	-	-	-	-	1,559,436.60	15,622,280
k	TEMPLETON INDIA ULTRA SHORT BOND FUND- IP DAILY DIV.REINV	-	-	-	-	1,998,342.41	20,006,605
l	CANARA ROBECO LIQUID SUPER - IP DAILY DIV. REINV.	11.0873	10.00	64,302.67	712,943	10,213.49	10,269,669
	TOTAL CURRENT INVESTMENTS				712,943		111,614,580

(15) Inventories
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
(At lower of Cost or Net Realisable Value as valued and certified by Management)		
Lube Oils and Fuel Oil	71,109,179	49,153,607
Victualling Stock	657,797	811,417
Inventory for Dry Dock	5,777,678	9,060,067
TOTAL	77,544,654	59,025,091

(16) Trade receivables
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Unsecured		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good	-	-
Considered doubtful	-	-
Others		
Considered Good	205,826,831	241,251,599
Considered doubtful	9,149,216	-
Less: Provision for doubtful debts	(9,149,216)	-
TOTAL	205,826,831	241,251,599

(17) Cash and Bank Balances
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Cash and cash Equivalents		
Cash on Hand	936,680	550,931
Balances with Banks		
In current accounts	38,978,794	34,039,692
In deposits with original maturity of less than three months	27,194,650	35,813,008
	67,110,124	70,403,631
Other bank balances:		
Unclaimed dividend accounts	2,361,018	2,998,981
TOTAL	69,471,142	73,402,612

(18) Short-term loans and advances
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Unsecured considered good, unless otherwise stated		
Loan to Subsidiary	71,066,993	-
Advances		
Related Parties	29,815,465	20,288,384
Others		
- Considered good	9,141,187	9,998,017
- Considered doubtful	766,769	766,769
	9,907,956	10,764,786
Less: Provision for Doubtful Advances	766,769	766,769
	9,141,187	9,998,017
TOTAL	110,023,645	30,286,401

(19) Other Current Assets
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Unsecured / Considered Good		
Claims Receivable	4,803,136	139,580
Prepaid Expenses	5,546,378	10,808,022
Income accrued	-	11,137,583
Unfinished Voyages Expenses	4,312,690	7,925,922
Unamortised Loan Processing charges	2,574,864	717,723
Unamortised Dry Dock Expenditure	27,010,360	-
Duty Credit under Served for India Scheme	35,915,337	24,120
Others	14,913,660	774,305
TOTAL	95,076,425	31,527,255

(20) Income from Operations
(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Service Income	1,939,124,718	1,674,079,892
Charter Hire Income	63,671,858	-
Duty Credit under Served For India Scheme	35,915,337	-
Non Liner Income	4,485,169	2,845,296
TOTAL	2,043,197,082	1,676,925,188

Service tax amount not included in turnover.

(21) Other Income
(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Interest received on Deposits with Banks	944,932	123,314
Interest received on Income Tax refund	-	302,146
Interest received on Loan to Subsidiary	1,185,548	-
Dividend from mutual fund investments (Current - Non Trade)	4,046,432	4,210,589
Dividend received from Subsidiary	-	21,879,781
Profit on sale of mutual fund investments (Current - Non Trade)	65,200	-
Liabilities/Provisions for expenses no longer required written back	530,310	83,151
Profit on sale of Assets	58,404	-
Exchange Difference (Net)	10,571,995	6,611,786
Other miscellaneous Income	2,772,203	1,964,307
TOTAL	20,175,024	35,175,074

(22) Operation cost
(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Port and Marine Dues	267,143,696	232,895,257
Charter Hire and Ocean Freight Charges	22,741,695	98,680,742
Stores and Spares Consumed	82,444,834	71,585,076
Vessel Management and Agency Fees	40,123,981	38,046,437
Dry Dock Expenses	18,803,529	32,112,214
Insurance and Protection Club fee	33,346,267	27,019,303
Repairs and Maintenance to Fleet	23,240,794	21,915,868
Crew Victualling	12,087,354	9,531,189
Sundry Expenses	14,759,204	7,941,457
Rates & Taxes	672,021	917,617
Brokerage / Commission	400,448	909,514
TOTAL	515,763,823	541,554,674

(23) Fuel Cost
(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Inventory at the beginning of the year	49,153,607	47,252,695
Add: Purchases	953,160,016	760,182,022
Less: inventory at the end of the year	(71,109,179)	(49,153,607)
Cost of raw material and components consumed	931,204,444	758,281,110
TOTAL	931,204,444	758,281,110

(23a) Details of Fuel & Water consumed
(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Fuel Oil		
Fuel oil consumption	691,651,233	558,540,831
Gas oil consumption	192,470,299	147,160,172
Lube Oil		
Lube Oil consumption	42,703,094	48,247,626
Fresh water	4,379,818	4,332,481
TOTAL	931,204,444	758,281,110

(24) Employee Benefit Expenses
(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Floating staff		
Salaries, Wages & Other Allowances for Floating Staff	197,152,173	140,668,913
Contribution to Provident Fund for Floating Staff (Also Refer Note No.29)	2,622,421	2,046,395
Staff Welfare for Floating Staff	1,168,327	720,447
Shore Staff		
Salaries and Bonus	31,522,542	31,042,063
Contribution to Provident Fund and Gratuity (Also Refer Note No.29)	2,598,069	2,973,761
Staff Welfare	3,394,584	3,036,610
TOTAL	238,458,116	180,488,189

(25) Finance Cost
(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Interest Expense	65,021,456	37,182,413
Loan Processing Charges	1,966,442	786,486
TOTAL	66,987,898	37,968,899

(26) Other expenses
(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Bad debts/Bills receivable written off	717,206	2,266,418
Add: Created provision for doubtful debts	9,149,216	-
Less: Reversal of last year provision for doubtful debts	-	(2,266,418)
	9,866,422	-
Professional & Consultancy Fees	3,982,141	3,562,383
Rent	2,540,119	1,952,377
Advertisement and Business Promotion	3,444,797	2,205,756
Travelling and Conveyance	2,760,245	2,754,208
Communication Expenses	1,903,428	1,636,620
Auditors Remuneration (refer details below)	1,981,070	1,954,659
Repairs and Maintenance- other assets.	1,572,619	1,549,687
Vehicle Lease rent (Refer Note No. 38)	1,198,000	1,317,333
Director's Sitting fees	813,869	628,000
Insurance Expenses	713,418	913,959
Rates & Taxes	350,134	114,010
Donations	50,000	51,000
Loss on Sale / Restatement of Current Non-trade Investments	37,057	-
Loss on Sale / Discard of Assets	-	716,877
Other Expenses	6,667,287	5,565,221
TOTAL	37,880,606	24,922,090

(26a) Auditors Remuneration
(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
As Auditors (including Service Tax)	1,295,221	1,123,600
In other capacity (including Service Tax)	-	-
Tax Audit Fees	247,192	224,720
Fees for Certification and Others	410,857	419,140
Reimbursement of expenses	27,800	187,199
TOTAL	1,981,070	1,954,659

27. The Company has changed the Accounting Policy in the current year for Dry Dock Expenses to amortise the same over 30 months, whereas in the previous year such expenses were charged off to Statement of Profit and Loss in the year of Expenditure on proportionate basis. Had the earlier policy been adopted, charge to statement of Profit and Loss would have been higher to the extent of ₹ 4,86,85,373 for the year ended 31st March, 2013.

28. Details of DEFC Licences utilised for Importing Goods:
(AMOUNT IN ₹)

Particulars	2012-13	2011-12
Opening Balance	24,120	8,989,046
Addition during the year	35,915,337	-
Utilisation/Expired during the year	24,120	8,964,926
Closing Balance	35,915,337	24,120

29. Gratuity Benefits

(a) Description of the Gratuity Plan:

The Company provides for gratuity a defined benefit retirement plan covering eligible employees. Gratuity plan provides for a lump sum payment to employees on retirement, death, incapacitation, termination of employment, of amounts that are based on salaries and tenure of the employees.

(b) Amount recognized in the Balance Sheet and movements in net liability:

(AMOUNT IN ₹)

Particulars	2012-13	2011-12
Present Value of Funded Obligations	8,210,706	7,211,646
Fair Value of Plan Assets	(8,358,336)	(7,880,884)
Amount not Recognized as an Asset (limit in Para 59(b))	-	11,187
Net Liability / (Asset) recognized in the Balance Sheet	(147,630)	(658,051)

Gratuity liability is funded with Life Insurance Corporation of India (LIC) and the above net asset represents the excess between the fair value of Gratuity funds with LIC and the liability as per actuarial valuation This is available for future adjustment and considered recoverable.

The fair value of the plan assets does not include the Company's own financial instruments

The net asset recognized is grouped under "Other current assets".

(c) Expenses recognized in the Statement of Profit & Loss

(AMOUNT IN ₹)

Particulars	2012-13	2011-12
Current Service Cost	553,296	467,905
Interest on Defined Benefit Obligation	632,954	445,828
Expected Return on Plan Assets	(659,809)	(475,581)
Net Actuarial Losses/ (Gains) Recognized in the year	423,627	1,022,775
Past Service Cost	-	-
Losses/ (Gains) on "Curtailements & Settlements"	-	-
Effect of the limit in Para 59(b)	(11,187)	(78,042)
TOTAL	938,881	1,382,885

*The Actual Return on Plan Assets is ₹ 615,507 (Previous Year ₹ 588,505).

(d) Reconciliation of Benefit Obligation & Plan assets for the Period

Change in Defined Benefit Obligation

(AMOUNT IN ₹)

Particulars	2012-13	2011-12
Opening Defined Benefit Obligation	7,211,646	5,298,783
Current Service Cost	553,296	467,905
Interest Cost	632,954	445,828
Actuarial Losses / (Gain)	379,325	1,135,699
Past Service Cost	-	-
Actuarial Losses / (Gain) due to Curtailment	-	-
Liabilities Extinguished on Settlements	-	-
Liabilities Assumed on Acquisition / (Settled on Divestiture)	-	-
Exchange Difference on Foreign Plans	-	-
Benefits Paid	(566,515)	(136,569)
Closing Defined Benefit Obligation	8,210,706	7,211,646

Change in Fair Value of Assets

(AMOUNT IN ₹)

Particulars	2012-13	2011-12
Opening Fair Value of Plan Assets	7,880,884	6,569,534
Expected Return on Plan Assets	659,809	475,581
Actuarial Gain / (Losses)	(44,302)	112,924
Assets Distributed on Settlements	-	-
Contributions by Employer	-	-
Assets Acquired on Acquisition / (Distributed on Divestiture	-	-
Exchange Difference on Foreign Plans	-	-
Benefits Paid	(138,055)	722,845
Sub Total	8,358,336	7,880,884
Amount not recognized as per asset (Limit para 59(b))		
Closing Fair Value of Plan Assets	8,358,336	7,880,884
Expected Employer's Contribution Next Year	400,000	400,000

(e) Actuarial Assumptions at the Valuation date

Particulars	2012-13	2011-12
Discount Rate	7.95% p.a	8.05% p.a
Expected Rate of Return on Plan Assets*	7.50% p.a	8.05% p.a
Salary Escalation Rate	7.00% p.a.	7.00% p.a.

This is based on expectation of the average long term rate of return expected on investments of the Fund during the estimated term of the obligations.

(f) Descriptions of the Plan Assets

Category of Assets	2012-2013	2011-2012
Government of India Securities	-	-
Corporate Bonds	-	-
Special Deposit Scheme	-	-
Insurer Managed Funds	100%	100%
Others	-	-
TOTAL	100%	100%

(g) Experience Adjustments

(AMOUNT IN ₹)

Particulars	2012-2013	2011-2012	2010-2011	2009-10
Defined Benefit Obligation	8,210,706	7,211,646	5,298,783	4,733,091
Plan Assets	8,358,336	7,880,884	6,569,534	6,223,367
Surplus / (Deficit)	147,630	669,238	1,270,751	1,490,276
Exp. Adj. on Plan Liabilities	137,540	1,320,940	(251,060)	390,212
Exp. Adj. on Plan Assets	(44,302)	112,924	(105,757)	40,211

(B) Compensated Absences for Employees

The Company permits encashment of privileged leave accumulated by their employees on retirement, separation and during the course of service. The liability for unexpired leave is determined and provided on the basis of actuarial valuation at the Balance Sheet date. The privileged leave liability is not funded.

(a) Actuarial Assumptions at the Valuation date

Particulars	2012-2013	2011-2012
Discount Rate	7.95% p.a	8.05% p.a
Salary Escalation Rate	7.00% p.a	7.00% p.a

(b) Amount recognized in Balance Sheet & movements in net liability:

(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Opening balance of present value of Compensated Absences {after adjustment of Opening Valuation} (X)	4,489,824	3,667,000
Closing balance of present value of Compensated Absences (Y) (Current Liability ₹ 11,94,254 and Non-current Liability ₹ 35,02,410)	4,696,664	4,489,824
Movement in Net Liability (X-Y)	(206,840)	(822,824)

(c) Payments made under defined contribution schemes:

(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Contribution to Seamans Provident Fund Crew & Offshore Staff for floating Staff. Contribution to Provident Fund for shore Staff	2,622,421 1,659,188	2,046,395 1,590,875

30. Dividend remitted in Foreign Currency

(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Dividend (Gross)	6,175,825	7,410,990
Number of Non-resident shareholders	1	1
Number of Shares held	12,351,650	12,351,650
Type	Final	Final
For the year	2011-2012	2010-2011

31. Foreign Currency Exposures outstanding at the Balance Sheet date.

Category: Currency Swap Contract of Rupee Loan from ICICI Bank Ltd of ₹ 47,75,00,000 (USD 86,00,093)

Purpose: In order to hedge the Company's exposure, due to movement in foreign exchange rates.

Foreign Currency exposures not hedged by derivative instrument or otherwise:

Particulars	Currencies	As at 31 st March 2013	As at 31 st March 2012
a) Receivables	USD	1,465,919	1,555,827
	SGD	-	20,380
b) Payables	DHS	-	2,250
	EURO	56,117	113,211
	SGD	50,493	5,302
	TKA	-	54,050
	USD	747,200	343,017
	YEN	3,817,788	1,289,145
	SLR	249,391	945,558
	PKR	-	3,290,421
c) FCNR Loan taken from Bank	USD	9,341,610	12,091,890
d) Cash and Bank Balances	USD	1,206,034	1,265,680
	SGD	370	-
e) Balances with collection agents	USD	-	67,037
	SLR	2,035,622	1,055,247
f) Advance with Agents & Vendors	PKR	1,419,916	-
	EURO	4,340	-
	POUND	11,132	-
	SLR	73,132	-

32. The notional loss amounting to ₹ 5,43,06,192 as on March 31, 2013, on fair valuation of cross currency interest rate swap has been taken to the Hedging Reserve account.

33. MANAGERIAL REMUNERATION*

(Included under Salary, Wages and Allowances-Note - 24)

(AMOUNT IN ₹)

Particulars	Year ended 31 st March, 2013	Year ended 31 st March, 2012
I) TO MANAGING DIRECTOR		
a) Remuneration	6,240,000	6,240,000
b) Contribution to Provident Fund	604,800	604,800
c) Leave Travel Allowance	500,000	500,000
	7,344,800	7,344,800
Less: Refund of excess Remuneration paid for Financial Year 2010-11	1,508,800	-
	5,836,000	7,344,800
II) TO EXECUTIVE DIRECTOR		
a) Remuneration	3,696,000	3,696,000
	3,696,000	3,696,000

- a) The remuneration does not include the provision made for gratuity and leave encashment, as they are determined on an actuarial basis for company as a whole.
- b) Considering Auditor's qualification, remuneration paid to Managing Director during the year exceeds the maximum permissible limits prescribed in Section 269 and schedule XIII to the Companies Act, 1956. The Company is in the process of applying for Central Government approval.

34. Capital and other Commitments

(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Estimated amount of Contracts remaining to be executed on Capital Account and others not provided for.	-	5,937,955

35. Contingent Liabilities

(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Claims against the Company not acknowledged as debts.	NIL	NIL
Corporate guarantee given on behalf of Subsidiary company (including interest)	202,686,071	121,194,262
Claim from ONGC for expenses incurred by it in connection with recovery and allied activities in respect of OEL Vision in distress during July 2006 (Recoverable from Insurance company).	30,597,784	30,597,784
Income Tax Demand for the Assessment Year 2010-11	1,339,695	-

36. Segment Reporting

- a) The Company operates in two business segments viz. Shipping and Logistics. Shipping comprises Charter hire and Logistics includes Feeder, Domestic and Liner business.

(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Revenue by Segment		
Shipping	63,671,858	-
Logistics (Shipping part)	1,939,124,718	1,674,079,892
Others	40,400,506	2,845,296
Total Revenue	2,043,197,082	1,676,925,188
Segment Results		
Shipping	(77,147,220)	-
Logistics (Shipping part)	216,369,712	52,123,736
Others	40,388,323	3,561,629
Total	179,610,815	55,685,365
Add: Other Income	20,175,024	35,175,072
Less: i) Interest & Finance Charges	66,987,898	37,968,899
ii) Unallocated Expenditure		
Profit before Tax , Prior Period, Exceptional & Extra Ordinary items	132,797,941	52,891,538
Segment Depreciation		
Shipping	21,327,488	-
Logistics (Shipping part)	117,643,712	115,649,275
Unallocated	1,308,078	344,488

- b) Geographical Segment (Based on primary location of customers)

P articulars	Year ended 31 st March 2013	Year ended 31 st March 2012
In India	1,428,873,098	1,091,669,688
In Pakistan	4,593,440	8,539,500
Rest of World	609,730,544	576,716,000
TOTAL REVENUE	2,043,197,082	1,676,925,188

- c) Segment Capital employed

Fixed Assets used in the company's business or liabilities contracted have not been identified to any of the reportable segments, as the fixed assets and services are used interchangeably between segments. Accordingly, no disclosure relating to individual segment assets and liabilities has been made. However Depreciation has been allocated amongst segments based on best estimates of usage of fixed assets in the respective segments during the year.

37. Related Party Transactions (Refer Annexure 1)

38. Accounting for Lease

The Company has taken Vehicles on Cancellable Operating Lease and the lease rental of ₹ 11,98,000/- (₹ 13,17,333/-) is charged to the statement of Profit and Loss.

The Company has taken Office Premises on Cancellable Operating Lease and the lease rental of ₹ 25,40,119/- (₹ 19,52,377/-) is charged to the statement of Profit and Loss.

39. Working for Earnings per share:
(AMOUNT IN ₹)

Particulars		Year ended 31 st March 2013	Year ended 31 st March 2012
Profit/(Loss) after Tax		126,297,931	53,847,686
Add/(Less) : Preference Dividend (including Dividend Distribution Tax)		-	8,736,412
Adjusted net profit for the year	A	126,297,931	45,111,274
Weighted average number of Equity shares outstanding	B	21,957,533	21,957,533
Nominal value Per Share	C	₹ 10.00	₹ 10.00
Earnings Per Share (Basic & Diluted)	A/B	₹ 5.75	2.05

40. Other disclosures:
(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Expenditure in foreign currency (on accrual basis):		
Vessels Loan Payment	208,514,188	34,740,620
Others*	139,544,018	35,358,869
Earnings in foreign exchange (on accrual basis):	563,217,630	585,255,518

* Others include payment towards charter hire, port and marine dues and drydock etc.

41. Value of imports calculated on CIF basis
(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Stores & Spares	62,826,429	45,457,775
Fuel Oil	137,800,792	446,939,535
Capital Goods	619,775,504	26,035,572

42. Imported & Indigenous raw materials, components and spare parts consumed
(AMOUNT IN ₹)

Particulars	%	Year ended 31 st March 2013	%	Year ended 31 st March 2012
Fuel				
Imported	21%	198,109,492	60%	457,970,961
Indigeneous	79%	733,094,952	40%	300,310,149
Total	100%	931,204,444	100%	758,281,110
Stores & Spares				
Imported	76%	62,826,429	64%	45,457,775
Indigeneous	24%	19,618,405	36%	26,127,301
Total	100%	82,444,834	100%	71,585,076

43. Disclosure made in terms of clause 32 of the Listing agreement with stock exchange

Particulars	Name of the company	Amount outstanding as on 31.03.2013 ₹	Maximum amount due at any one time during the year ₹
a) Loans and advances	Shreyas Relay Systems Ltd	71,066,993	71,066,993
(i) Loans and advances in the nature of loans made to subsidiary company.		71,066,993	71,066,993
(ii) Loans and advances in the nature of loans made to associate company.		NIL	NIL
(iii) Loans and advances in the nature of loans where there is. 1) no repayment schedule or repayment beyond seven year (or) 2) no interest or interest below section 372A of the Companies Act.		NIL	NIL
(iv) Loans and advances in the nature of loans made to firms / companies in which directors of the company are interested.		NIL	NIL
b) Investment by the Company			
(i) in subsidiary company	Shreyas Relay Systems Ltd.	25,000,000	25,000,000
	a) 25,00,000 Equity shares of ₹ 10 each fully paid		
	b) 10,00,000 Non Convertible, Cumulative, Redeemable Preference Shares each of ₹ 100/- paid)	NIL	100,000,000
(ii) in subsidiary company	SRS Freight Management Ltd.	NIL	5,434,171
	a) 10,450 Equity shares of ₹ 10 each fully paid	NIL	
	b) Share Application Money	NIL	12,800,000
(iii) In associate company		NIL	NIL
c) Investments by the loanee in the shares of the parent company and Subsidiary company when the company has made a loan or advance in the nature of Loan.		NIL	NIL

44. Prior period comparatives

Prior year figures have been reclassified / regrouped wherever necessary to conform to the current year's classification.

As per our report of even date

FOR PKF SRIDHAR & SANTHANAM

Chartered Accountants
Firm Regn No 003990S

Ramanarayanan J.

Partner
Membership No. 220369

Place : Mumbai

Date : 27th May 2013

For and On behalf of the Board

V. Ramnarayan
Executive Director

Ritesh S. Ramakrishnan
Director

Amitabha Ghosh
Director

Rajesh Desai
General Manager - Finance & Accounts

Namrata Malushte
Company Secretary

Place : Mumbai

Date : 27th May 2013

RELATED PARTY TRANSACTIONS (as on 31.03.2013)
Annexure - I
(Amount in '000)

TRANSACTION	Holding company *	Subsidiary Company*	Fellow subsidiaries*	Other related parties*	Key Management personnel*	Relatives of Key Management personnel*	TOTAL UPTO 31.03.2013	TOTAL UPTO 31.03.2012
Service / freight income	-	1,112,376	6,994	3,491	-	-	1,122,861	831,907
Orient Express Line (S) Pte. Ltd., Singapore	-	-	6,727	-	-	-	6,727	-
Orient Express Lines Ltd., Mauritius	-	-	-	-	-	-	-	645
Lanka Orient Express Lines Ltd., Colombo	-	-	-	3,143	-	-	3,143	5,256
Shreyas Relay System Ltd	-	1,112,376	-	-	-	-	1,112,376	824,234
Dividend Received on Preference Shares	-	-	-	-	-	-	-	21,880
Shreyas Relay System Ltd	-	-	-	-	-	-	-	21,880
Interest Received on Loan	-	1,186	-	-	-	-	1,186	-
Shreyas Relay System Ltd	-	1,186	-	-	-	-	1,186	-
Sale of investment to related party	-	-	-	-	-	-	-	118,234
Shreyas Relay Systems Ltd.	-	-	-	-	-	-	-	118,234
Sale of fixed asset to related party	-	-	-	515	-	-	515	127
Albatross Shipping Ltd	-	-	-	515	-	-	515	-
Shreyas Relay System Ltd	-	-	-	-	-	-	-	127
Ocean Sea freight charges	-	-	-	-	-	-	-	26
Orient Express Lines Ltd., Mauritius	-	-	-	-	-	-	-	26
Loan given	-	70,000	-	-	-	-	70,000	18,500
Shreyas Relay System Ltd	-	70,000	-	-	-	-	70,000	18,500
Repayment of loan given	-	-	-	-	-	-	-	71,000
Shreyas Relay System Ltd	-	-	-	-	-	-	-	71,000
Vessel management fees paid	-	-	-	26,278	-	-	26,278	19,854
Orient Express Ship Management Ltd.	-	-	-	26,278	-	-	26,278	19,854
Vehicle Lease Rent paid	-	-	-	-	-	834.00	834.00	420
Mrs. Savita Kshirsagar	-	-	-	-	-	-	-	420
Mrs. Manita Vivek Kumar Singh	-	-	-	-	-	660	660	-
Mrs. Ratnaprabha Desai	-	-	-	-	-	174	174	-
Dividend on preference shares paid	-	-	-	-	-	-	-	7,516
Transworld Shipping and Logistics Ltd.	-	-	-	-	-	-	-	3,758
Crescent Shipping Agency (I) Ltd.	-	-	-	-	-	-	-	3,758
Agency Fees paid	-	-	108	14,217	-	-	14,325	16,588
Relay Shipping Agency Ltd.	-	-	-	13,107	-	-	13,107	13,217
Lanka Orient Express Lines Ltd., Colombo	-	-	-	1,110	-	-	1,110	3,370
Sea Bridge Shipping Co LLC	-	-	108	-	-	-	108	-
Transworld Logistics Ltd.	-	-	-	362	-	-	362	541
Container Charges	-	-	1,511	-	-	-	1,511	-
Shreyas Relay Systems Ltd	-	-	1,511	-	-	-	1,511	-
Rent paid	-	-	-	3,337	-	-	3,337	1,820
Sivaswamy Holdings Pvt. Ltd.	-	-	-	2,540	-	-	2,540	1,820
Managerial Remuneration paid (Net)	-	-	-	-	25,941	-	25,941	19,457
Mr. S. Ramakrishnan	-	-	-	-	5,836	-	5,836	7,345
Mr. V. Ramnarayan	-	-	-	-	3,696	-	3,696	3,696

TRANSACTION	Holding company *	Subsidiary Company*	Fellow subsidiaries*	Other related parties*	Key Management personnel*	Relatives of Key Management personnel*	TOTAL UPTO 31.03.2013	TOTAL UPTO 31.03.2012
Remuneration paid to Key Management Personnel	-	-	-	-	8,205	-	8,205	4,208
Mr. Vinay Kshirsagar	-	-	-	-	1,052	-	1,052	4,208
Capt. Vivek Kumar Singh	-	-	-	-	4,808	-	4,808	-
Mr. Rajesh Desai	-	-	-	-	2,345	-	2,345	-
Stores, Spares, Victualling, Repairs expenses, etc.paid	-	-	-	8,592	-	-	8,592	8,908
Admec Logistics Ltd.	-	-	-	8,592	-	-	8,592	8,899
SRS Freight Management Ltd.	-	-	-	-	-	-	-	10
Donation	-	-	-	50	-	-	50	-
Valli & Sivaswamy Memorial Charitable Trust	-	-	-	50	-	-	50	-
Redemption of 9.5% Non-Convertible Cumulative Redeemable Preference shares of Rs.100 each	-	-	-	-	-	-	-	80,000
Transworld Shipping and Logistics Ltd.	-	-	-	-	-	-	-	40,000
Crescent Shipping Agency (India) Ltd.	-	-	-	-	-	-	-	40,000
Dividend Paid on Equity Shares	6,176	-	-	-	109	1,693	7,978	9,574
Transworld Holdings Ltd.	6,176	-	-	-	-	-	6,176	7,411
Mr. S. Ramakrishnan	-	-	-	-	55	-	55	66
Ms. Anisha Ramakrishnan	-	-	-	-	-	584	584	700
Ms. Mithila Mahesh	-	-	-	-	-	584	584	700
Mr.V.Ramnarayan	-	-	-	-	55	-	55	66

NOTE:

- 1) Figure have been adjusted for exchange rate variations.
- 2) Reimbursement of expenses incurred by/to Group Companies is not included here.
- 3) Remuneration paid to key managerial personnel and directors excludes provision for gratuity and compensated absences since these are provided on the basis of actuarial valuation for the company as a whole.

 Outstanding balances pertaining to related parties as at 31st Mar, 2013 (In ₹ '000)

Nature of balance	Holding company *	Subsidiary Company*	Fellow subsidiaries*	Other related parties*	Key Management personnel*	Relatives of Key Management personnel*	Total as on 31.03.2013	Total as on 31.03.2012
Debit balance due to company	-	96,853	847	29,916	-	-	127,616	153,404
Loan to Subsidiary Company	-	71,067	-	-	-	-	71,067	-
Credit balance due from company	-	-	1,070	5,088	-	-	6,158	2,936

* Names of related parties	
Nature of relationship	Name of the related party
Holding company	Transworld Holdings Ltd. (holds 56.25% of the equity share capital as at 31 st March 2013)
Subsidiary companies	Shreyas Relay System Ltd SRS Freight Management Ltd. (Formerly known as Haytrans (India) Limited)
Fellow subsidiaries	Orient Express Lines Ltd., Mauritius Orient Express Lines (S) Pte. Ltd., Singapore Balaji Shipping Lines FZCO Balaji Logistics Sgpe Pte Ltd. Sea Bridge Shipping L.L.C
Other related parties	Orient Express Ship Management Ltd. Sivaswamy Holdings Pvt. Ltd. Lanka Orient Express Lines Ltd., Colombo Admec Logistics Ltd. Relay Shipping Agency Ltd. Transworld Logistics Ltd. Transworld Shipping & Logistics Ltd. Albatross Shipping Ltd Crescent Shipping Agency (I) Ltd.
Key Management Personnel	Mr. S. Ramakrishnan Mr.V.Ramnarayan
	Mr Vinay Kshirsagar (upto 13 th August, 2012) Capt. Vivek Kumar Singh Mr. Rajesh Desai
Relatives of Key Management Personnel	Mrs. Geeta Ramakrishnan Mr. Ritesh S. Ramakrishnan Ms. Anisha Ramakrishnan Mr. S. Mahesh Mrs. Mala Mahesh Mr. Murlu Mahesh Ms. Mithila Mahesh Mrs. Brinda Ramnarayan Mr. Rajan Ramnarayan Mr Rajiv Raamnarayan Mrs. Savita Kshirsagar (upto 13 th August, 2012) Mrs. Manita Vivek Kumar Singh Mrs. Ratnaprabha Desai

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956

SR. NO.	PARTICULARS	SHREYAS RELAY SYSTEMS LIMITED
1	The relevant financial year of the subsidiary ends on	31st March, 2013
2	No. of shares held as on 31st March, 2013	25,00,000 Equity shares of ₹ 10/- each fully paid-up
3	Extent of holding as on 31st March, 2013	100%
4	The net aggregate of profit/(loss) of subsidiary so far as they concern the members of the company	
	(a) Dealt with in the accounts of company for the year ended 31st March, 2013	-
	(a) Not dealt with in the accounts of company for the year ended 31st March, 2013	33,089,617
5	The net aggregate of profit/(loss) for previous financial years of the subsidiary, since it became subsidiary so far as they concern members of the company	
	(a) Dealt with in the accounts of company	38,485,261
	(b) Not dealt with in the accounts of company	23,785,001

For and On behalf of the Board

V. Ramnarayan
Executive Director

Ritesh S. Ramakrishnan
Director

Amitabha Ghosh
Director

Rajesh Desai
General Manager - Finance & Accounts

Namrata Malushte
Company Secretary

Place : Mumbai
Date : 27th May 2013

INDEPENDENT AUDITOR'S REPORT

To The Board of Directors of M/s. Shreyas Shipping & Logistics Limited

Report on the Financial Statements

We have audited the attached consolidated financial statements of M/s. Shreyas Shipping & Logistics Limited ("the Company") and its subsidiaries (the Company and its subsidiaries constitute 'the Group'), which comprise the Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

We did not audit the financial statements of subsidiary –SRS Freight Management Limited (formerly known as Haytrans (India) Limited). The financial statement of SRS Freight Management Limited as on 31st March 2013 (Total Assets: ₹ 544.13 Lakhs, Total Revenue: ₹ 1795.79 Lakhs, Net cash inflow of ₹ 0.60 Lakh) has been audited by another auditor whose report has been furnished to us and, our opinion, in so far as it relates to the amount included in respect of this subsidiary, is based solely on the reports of the other auditor.

Basis for Qualified Opinion

- a) *As per the Guidance provided by the Accounting Standards Board of The Institute of Chartered Accountants of India through frequently asked questions on AS 11 Notification, the exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to interest costs are to be considered as borrowing costs" and accounted for in accordance with Accounting Standard 16 (AS16)-Borrowing Costs. The Group has not considered the "borrowing costs" while adjusting the foreign currency differences to the cost of the assets. It has been clarified by the Ministry of Corporate affairs vide Circular No.25/2012 dated 9th August 2012 that "borrowing costs" need not be considered while capitalizing the eligible exchange differences. But this clarification is effective only from 1st April 2011. In view of this,*
 - i. *Cumulative foreign exchange loss understated till March 31, 2011 ₹ 2,12,27,712 (of this ₹ 32,15,949 relates to the period before March 31 2008, ₹ 1,44,20,050 for the year ended March 2009, ₹ 26,40,609 for the year ended March 31 2010, ₹ 9,51,104 for the year ended March 31 2011),*
 - ii. *Depreciation related to above including the adjustment to opening reserves is cumulatively overstated to the extent of ₹ 48,03,328 (of this ₹ 1,398 relates to the period before March 31 2008, ₹ 1,73,929 for the year ended March 31 2009, ₹ 18,82,072 for the year ended March 31 2010, ₹ 3,57,473 for the year ended March 31 2011, ₹ 11,94,228 for the year ended March 31 2012 and ₹ 11,94,228 for the current year),*
 - iii. *Profit for the year ended 31 March 2013 is understated by ₹ 11,94,228 and*
 - iv. *Fixed assets and Reserves are overstated to the extent of ₹ 1,64,24,384.*

- b) *The Group has changed the Accounting Policy in the current year for Dry dock Expenses to amortize the same over 30 months, whereas in the previous years such expenses were charged off to statement of Profit and Loss in the year of incurrence. Accordingly ₹ 4,86,85,374, out of total expenditure of ₹ 6,74,88,899 incurred on Dry dock in the current year, has been deferred to be amortized over the balance period. Had the earlier policy been adopted, charge to statement of Profit and Loss would have been higher to the extent of ₹ 4,86,85,374 for the year ended 31st March, 2013. Consequently profit for the year ended 31st March, 2013 would have been lower by ₹ 4,86,85,374, other non-current assets as on 31st March, 2013 lower by ₹ 2,16,75,014, and other current assets as on 31st March, 2013 lower by ₹ 2,70,10,360.*
- c) *In view of (a) and (b) above, profit is overstated to the extent of ₹ 4,74,91,146 for the year, the reserves are overstated to the extent of ₹ 6,51,09,758, fixed assets is overstated to the extent of ₹ 1,64,24,384, other non-current assets is overstated to the extent of ₹ 2,16,75,014, and other current assets is overstated to the extent of ₹ 2,70,10,360.*
- (a) *in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2013;*
- (b) *in the case of the Consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and*
- (c) *in the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.*

Emphasis of Matter

We draw attention to Note 37 of the financial statements regarding payment of Managerial Remuneration which is in excess of limit prescribed under Companies Act, 1956. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

We report that the Consolidated Financial Statements have been prepared in accordance with the requirements of Accounting Standard (AS21) "Consolidated Financial Statements" issued under the Companies (Accounting Standard) Rules 2006, on the basis of the individual audited Financial Statements of the Company and its subsidiaries.

For **PKF Sridhar & Santhanam**

Chartered Accountants

Firm's Regn. No.: 003990S

Ramanarayanan. J

Partner

Mem. No.: 220369

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the Basis for Qualified Opinion paragraph, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

Place: Mumbai

Date : 27th May, 2013

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2013

Particulars	Notes	(AMOUNT IN ₹)	
		As at 31 st March 2013	As at 31 st March 2012
Equity & Liabilities			
Shareholder's Funds			
Share Capital	3	219,575,330	219,575,330
Reserves and Surplus	4	1,298,821,701	1,215,785,727
Minority Interest	5	102,440,000	100,000,000
Non-Current Liabilities			
Long-term borrowings	6	880,328,246	552,602,302
Deferred tax liabilities (Net)	7	19,676,690	18,333,518
Long-term provisions	8	64,101,514	8,741,386
Current Liabilities			
Short-term borrowings	9	248,227,720	126,857,124
Trade payables	10	290,887,811	202,015,338
Other current liabilities	11	258,598,582	216,699,378
Short-term provisions	12	29,059,907	16,725,590
Total		3,411,717,501	2,677,335,693
Assets			
Non-current assets			
Fixed assets			
	13		
(i) Tangible assets		2,388,223,416	1,858,673,834
(ii) Intangible assets		47,415	82,089
Non-current investments	14	150,000	150,000
Other non-current assets	15	131,266,743	59,190,777
Current assets			
Current investments	14	712,943	111,800,016
Inventories	16	77,544,654	59,025,091
Trade receivables	17	507,910,350	344,195,080
Cash and bank balances	18	92,507,909	149,965,932
Short-term loans and advances	19	55,668,941	47,851,662
Other current assets	20	157,685,130	46,401,212
Total		3,411,717,501	2,677,335,693
Summary of significant accounting policies	2		
The accompanying notes form an integral part of the Balance Sheet			

As per our report of even date

FOR PKF SRIDHAR & SANTHANAM

 Chartered Accountants
 Firm Regn No 003990S

Ramanarayanan J.

 Partner
 Membership No. 220369

Place : Mumbai

 Date : 27th May 2013

For and On behalf of the Board

V. Ramnarayan
 Executive Director

Ritesh S. Ramakrishnan
 Director

Amitabha Ghosh
 Director

Rajesh Desai
 General Manager - Finance & Accounts

Namrata Malushte
 Company Secretary

 Place : Mumbai
 Date : 27th May 2013

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

Particulars	Notes	(AMOUNT IN ₹)	
		Year ended 31.03.2013	Year ended 31.03.2012
I. Income			
Income from Operations	21	3,888,912,164	2,707,750,933
Other Income	22	20,915,686	15,325,960
III Total Income		3,909,827,850	2,723,076,893
IV Expenses:			
Operation cost	23	2,111,139,994	1,403,453,254
Fuel cost	24	931,204,444	758,281,110
Employee benefit expense	25	327,734,647	235,358,096
Financial costs	26	95,062,844	54,751,212
Depreciation and amortization expense	13	164,508,688	135,039,295
Other expenses	27	102,215,011	68,629,021
Total Expenses (IV)		3,731,865,628	2,655,511,988
V. Profit before exceptional and extraordinary items and tax (III-IV)		177,962,222	67,564,905
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V-VI)		177,962,222	67,564,905
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII- VIII)		177,962,222	67,564,905
X. Tax expense:			
Current tax		22,757,917	8,255,905
Deferred tax		1,343,170	4,108,822
Prior Year tax		(175,693)	(2,144,148)
Minimum Alternate Tax Credit		-	1,060,662
XI Profit(Loss) for the year (IX - X)		154,036,828	56,283,664
Earning per equity share: (Nominal Value of Share ₹ 10)	43		
- Basic / Diluted		6.51	2.08
- Diluted		6.51	2.08
Summary of significant accounting policies	2		
The accompanying notes form an integral part of this statement of Profit and Loss			

As per our report of even date

FOR PKF SRIDHAR & SANTHANAM

 Chartered Accountants
 Firm Regn No 003990S

Ramanarayanan J.

 Partner
 Membership No. 220369

Place : Mumbai

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For and On behalf of the Board

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Rajesh Desai
 General Manager - Finance & Accounts

Namrata Malushte
 Company Secretary

Place : Mumbai

 Date : 27th May 2013

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	Year ended 31 st March, 2013	(Amount in ₹) Year ended 31 st March, 2012
A Cash flow from operating activities		
Net profit/ (Loss) before tax	177,962,222	67,564,905
Adjusted for Non cash / Non Operating items		
Depreciation	164,508,688	135,039,295
Loss/(Profit) on Sale of Fixed Asset	(371,031)	716,877
Loss/(Profit) on Sale of Investments	(65,200)	-
Interest Expenses on Loans	95,062,844	54,704,968
Bad Debts & Provision for Doubtful Debts	11,899,316	414,229
Unrealised Exchange / swap Loss / (Gain) on current assets	655,674	(1,165,166)
Income from Current Investments	(4,046,432)	(4,210,589)
Interest Income	(1,238,490)	(2,663,696)
Operating Profit Before Working Capital changes	(a) 444,367,591	250,400,823
Adjustments for Increase/(Decrease)		
Increase/(Decrease) in Current Assets		
Inventories	18,519,563	11,075,736
Sundry Debtors	175,784,405	158,656,269
Other Current Assets, Loans and Advances	170,647,758	(30,536,979)
	364,951,726	139,195,026
Less: Increase/(Decrease) in Current Liabilities & Provision	109,017,156	62,657,788
Net increase/(Decrease) in Working Capital	(b) 255,934,570	76,537,238
Cash Generated from Operations	(a) - (b) 188,433,021	173,863,585
Less: Taxes Paid	(39,700,517)	17,196,894
NET CASH FROM OPERATING ACTIVITIES	(A) 148,732,504	191,060,479
B Cash flow from investing activities		
Addition to Fixed Assets	(697,641,274)	(203,730,666)
Sale of Fixed Assets	3,988,721	1,249,496
Interest Income	1,238,490	2,663,696
Income from Current Investments	4,111,632	4,210,589
NET CASH FROM INVESTING ACTIVITIES	(B) (688,302,431)	(195,606,885)
C Cash Flow from Financing Activities		
Proceeds / (Repayment) of Borrowings (Net)	484,586,807	233,120,203
Redemption of Preference Share capital	-	20,000,000
Interest Expenses	(95,062,844)	(54,704,968)
Dividend Paid	(14,645,438)	(25,832,650)
NET CASH FROM FINANCING ACTIVITIES	(C) 374,878,525	172,582,585
NET CHANGES IN CASH & CASH EQUIVALENT	(A+B+C) (164,691,402)	168,036,179
CASH & CASH EQUIVALENTS - OPENING BALANCE	255,993,822	88,692,556
ADD : NET CHANGES IN CASH & CASH EQUIVALENT AS ABOVE	(164,691,402)	168,036,179
ADD : EFFECT OF CHANGES IN EXCHANGE RATES ON CASH AND CASH EQUIVALENTS	(442,586)	(734,913)
CASH & CASH EQUIVALENTS - CLOSING BALANCE	90,859,834	255,993,822
CLOSING CASH & CASH EQUIVALENTS CONSISTS OF		
CASH ON HAND (Refer Note 17)	3,085,090	1,952,257
BALANCES WITH SCHEDULE BANK IN CURRENT ACCOUNT & DEPOSITS (Refer Note 17)	87,061,801	142,241,549
INVESTMENT IN LIQUID FUND SECURITIES (Refer Note 14)	712,943	111,800,016
TOTAL	90,859,834	255,993,822

Notes:

- The above statement has been prepared by indirect method.
- Cash and Cash equivalents include cash and bank balances and Investments in Liquid fund securities of Mutual Funds maturing within 90 days and exclude margin money deposits.

As per our report of even date
FOR PKF SRIDHAR & SANTHANAM
 Chartered Accountants
 Firm Regn No 003990S

Ramanarayanan J.
 Partner
 Membership No. 220369

Place : Mumbai
 Date : 27th May 2013

For and On behalf of the Board
V. Ramnarayan
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 Director
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 General Manager - Finance & Accounts

Namrata Malushte
 Company Secretary
 Place : Mumbai
 Date : 27th May 2013

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

Corporate Information

1 Shreyas Shipping and Logistics Limited (SLL) is India's first container feeder owning and operating company. SLL started its operations in 1993 primarily to fill the gap for feeding of containers between Indian ports and internationally renowned Asian transshipment ports. SLL's shares are listed on both Bombay Stock Exchange and National Stock Exchange. Shreyas Relay Systems Limited (SRSL) is wholly owned subsidiary of SLL. SRSL specialises in offering seamless, door-to-door, multi-modal transportation solutions incorporating the Road-Rail-Sea-Air routes. SRS Freight Management Limited (SRFML), formerly known as Haytrans (India) Limited, is a subsidiary of SRSL, is in to business of Air & Sea Freight Forwarding and operates under its own CHA (Custom House Agent) license.

2 Summary of significant accounting policies

Basis of Preparation & Use of Estimates

The Financial Statements are prepared under the historical cost convention on accrual and going concern basis and materially comply with Accounting Standards (AS) as mandated by Rule 3 of the Companies (Accounting Standards) Rules, 2006.

The preparation of financial statements requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) as of the date of financial statements and the reported income and expenses during the reporting period. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

a. Fixed Assets - Tangible & Intangible

Fixed Assets are stated at cost of acquisition less accumulated depreciation. Cost of acquisition is inclusive of freight, duties, levies and any directly attributable cost of bringing the assets to their working condition for intended use.

Expenses specifically attributable to construction of new built ship including forex loss/gain on forward covers taken for the purpose of payment of installments to the ship-builder are capitalised.

When assets are retired or otherwise disposed off, the cost of such assets and the related accumulated depreciation are removed from the accounts. Any profit or loss on retirement or other disposal is reflected in the statement of Profit and Loss.

b. Dry Dock/Special Survey expenses

Dry Dock/ Special Survey Expenses are normally incurred twice in a period of 5 years. Major improvements are capitalised as a cost of Ship and other expenses are charged over the period of Dry Dock Cycle i.e. 2.5 Years.

c. Depreciation Tangible assets

In respect of fleet, the amount determined by charging the cost reduced by residual value as technically assessed equally over the expected useful life of the fleet or depreciation at the rate prescribed (5%) under the Schedule XIV to the Companies Act, 1956 which ever is higher, is provided as depreciation.

Depreciation of Fixed Assets has been provided on straight line method on pro-rata basis at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

In respect of second hand Trailers, the depreciation rate is based on balance useful life derived from the rate specified in Schedule XIV to the Companies Act, 1956.

Depreciation on leasehold improvements is provided on the basis that the leases would be renewed consistent with past practice.

Depreciation has been provided prospectively, where the cost of depreciable asset has undergone change due to following

(a) Increase/decrease in Long term foreign currency liability on account of exchange fluctuations.

(b) Additions and major improvements forming an integral part of an asset.

Assets individually costing ₹ 5000 or less are depreciated in full in the year of acquisition.

In the case of SRSFML, a subsidiary company, has provided depreciation on written down value method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956. The impact of depreciation on straight line method is not likely to be material and hence, not quantified or adjusted.

Intangibles assets

In respect of software, Depreciation is provided at 33.33% on straight line method, which is higher than the rate prescribed in schedule XIV to the Companies Act, 1956.

d. Revenue Recognition

- i) All Income and expenditure are accounted for, on accrual basis other than interest on overdue bills.
- ii) Operating Income represent Domestic Service income (which comprise of freight income from coastal shipping and other modes of inland transportation), trailer income, liner income (international cargo) and rail income. Income from Coastal movements & International cargo are recognized once the vessel sails from the port of loading, Rail income upon rail departing from the loading terminal and in case of trailer income upon material reaching destination.
- iii) Income and Expenses relating to unfinished leg of the voyage as at the date of Balance Sheet are carried forward and included under Current Liabilities and Current Assets respectively. Expenses aggregated under unfinished leg of voyages include fixed and semi-fixed ship operating costs.
- iv) Stores and Spares (other than lube oils and victualling) are charged off to statement of Profit and Loss, on receipt.
- v) The revenue in respect of the duty free import licenses, under Served From India Scheme, is recognized as income in the books of account when and to the extent there is no significant uncertainty as to their ultimate realization.
- vi) Interest on deposits of surplus funds is recognised on time proportion basis.

e. Investments

Long term Investments are stated at cost. Diminution in the value of investments, other than temporary in nature, is provided for. Current investments are valued at cost or market value whichever is lower.

f. Inventories

Inventories are valued at lower of Cost or Net Realisable Value. The cost is determined under "First in First out" formula. Material procured for dry dock and remaining unutilised are included in inventory and valued as above.

g. Foreign Exchange Transactions

- i) Transactions in foreign currencies are recorded at standard exchange rates prevailing in the respective fortnight of the relevant transactions. The realized exchange gains or losses are recognized in the statement of Profit and Loss.
- ii) The exchange differences on repayment / translation of foreign currency liabilities contracted for acquisition of fixed assets from a country outside India were added to / deleted from the cost of the relevant fixed assets in terms of the then Schedule VI to the Companies Act 1956 upto 31st March, 2007.
- iii) The exchange differences arising on reporting of long term foreign currency monetary items (including those arising on settlement), in so far as they relate to acquisition of depreciable capital assets are adjusted to the cost of the capital asset, with effect from 1st April 2007, in terms of Ministry of Corporate affairs Notification dated 31st March, 2009. Applicability of the above notification has since been extended upto March 2020.
- iv) Other Monetary Assets and Liabilities denominated in foreign currency are translated at the year end exchange rates. The resultant gain or loss on such translation is recognised in the statement of Profit and Loss.
- v) In respect of forward exchange contracts covering either Company's earnings or payments (other than firm commitments and highly probable forecast transactions), the premium or discount arising at the inception of the contract is amortised as expense or income over the life of the contract. Exchange differences on such a contract are recognised in the statement of profit and loss in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense for the period. In case of a new built ship, in respect of forward exchange contract entered into to hedge the foreign currency risk of a firm commitment or highly probable forecast transaction (not covered by Accounting Standard 11 revised 2003), the company capitalises all the related costs including premium or discount, exchange difference and profit/loss on cancellation of such contracts, if any.

h. Derivatives

Derivatives are accounted as follows based on a limited early adoption of AS-30 to the extent not in conflict with legal provisions and other Accounting Standards:

- a) Fair value hedges are marked to market and the notional Loss or Gain is accounted in the statement of Profit and Loss.
- b) Cash flow hedges are marked to market and the notional loss or gain is taken to Hedging reserve account.

- c) Other derivatives are marked to market and the notional losses or gains are booked in the statement of Profit and Loss.
- d) Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting.

i. Employee Benefits

The Group has a defined Contribution plan for shore employees for provident fund and contributions made to the relevant authorities under this scheme are charged to the statement of Profit and Loss. The Group has no other obligation except the monthly contributions.

The Group has defined benefit plans for shore employees namely gratuity and leave encashment and compensated absence, the liability for which is provided based on actuarial valuation determined under Projected Unit Credit method. Contributions under gratuity scheme are made to Life Insurance Corporation of India (LIC) in accordance with the terms of the policy taken under their Group Gratuity Scheme. Actuarial gains / losses comprise experience adjustments and the effect of changes in actuarial assumptions are recognised immediately in statement of Profit and Loss as Income / Expense. Any other termination benefits are recognised as expenses immediately on the basis of actual expenses. In respect of Floating staff, Provident fund and Gratuity contributions are made to Seamens Provident Fund and Seafarers Welfare Fund Society respectively. No Gratuity is payable in respect of officers on board who are on contract with the Company. Company has no further obligation except the monthly contributions.

j. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition / construction of the underlying qualifying fixed assets are capitalised as a part of the respective asset up to the date of acquisition / completion of construction.

Term loan processing charges are accounted over the tenure of loan.

k. Leases

Assets acquired on lease where a significant portion of the risk and rewards of the ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to revenue.

l. Taxation

The Holding Company has opted for Tonnage Tax and current tax is the aggregate of Tonnage Tax for shipping income and income tax on non-shipping income. In view of Company opting for Tonnage Tax, no provision is made for deferred tax.

In case of subsidiaries, Provision for tax is made as per Income Tax Act, 1961. Deferred tax resulting from difference between book and tax profit is accounted for at the current rate of tax, to the extent the timing differences are expected to crystallize. Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying value at each Balance Sheet date. When there are unabsorbed depreciation and carry forward losses as per Income Tax act, deferred tax assets are recognized only if there exists virtual certainty of their realization. Minimum Alternative Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Deferred tax liability and deferred tax asset of the companies in the Group have been aggregated in Consolidated financial statement.

m. Asset Impairment

The Group reviews the carrying values of tangible and intangible assets for any possible impairment at each Balance Sheet date. Impairment loss, if any, is recognised in the year in which impairment takes place.

n. Provisions and Contingent liabilities

Provisions are recognised when there is a present obligation as a result of past events where it is probable that there will be outflow of resource to settle the obligation and when a reliable estimate of the amount of the obligation can be made. When any such present obligation cannot be measured or where a realistic estimate of the obligation cannot be made, contingent liabilities are recognised. Contingent liabilities are also recognised when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more future events not wholly within the control of the Group.

o. Duty free import licenses under Served from India Scheme.

The revenue in respect of the duty free import licenses is recognized as income in the books of accounts on receipt of necessary duty credit instruments.

3) SHARE CAPITAL

(Amount in ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
AUTHORISED		
2,40,00,000 (2,40,00,000) Equity Shares of ₹ 10/- each	240,000,000	240,000,000
14,00,000 (14,00,000) 9.5% Non-Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each	140,000,000	140,000,000
	380,000,000	380,000,000
ISSUED, SUBSCRIBED AND PAID UP		
2,19,57,533 (2,19,57,533) Equity Shares of ₹ 10/- each fully Paid up	219,575,330	219,575,330
TOTAL	219,575,330	219,575,330

3a. During the year, the Company has not issued/bought back any of the Equity Shares. Movement in respect of Preference Share is given below:

Particulars	31 st March 2013		31 st March 2012	
	Nos.	Amt. (₹)	Nos.	Amt. (₹)
At the beginning of the year	-	-	800,000	80,000,000
(+) Issued during the year	-	-	-	-
(-) Redeemed during the year*	-	-	800,000	80,000,000
Outstanding at the end of the year				

* Redemption of 8,00,000, 9.5% Non-Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each fully paid up, out of free reserves of the company, Date of redemption : 28th March, 2012. In terms of Section 80 of the Companies Act, 1956, Company has created Capital Redemption reserve equivalent to face value of Preference shares redeemed (Refer Note No 4)

3b. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10/- per share. The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

3 c. Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	31-Mar-13		31-Mar-12	
	Nos.	% of Holding	Nos.	% of Holding
Transworld Holdings Limited	12,351,650	56.25%	12,351,650	56.25%
Mithila V. Mahesh	1,167,325	5.32%	1,167,325	5.32%
Anisha Valli Ramakrishnan	1,167,325	5.32%	1,167,325	5.32%

3 d. 10,162,750 Equity shares of ₹ 10/- each, allotted as fully paid up pursuant to contract(s) without payment being received in cash in the financial year 1994-95.
3e. 21,33,333 Equity shares of ₹ 10/- each, issued as fully paid up on conversion of equal number of Global Depository Receipts (GDR) in the financial year 2006-07.
3f. No bonus shares have been issued during the last five years.

4) RESERVE AND SURPLUS
(AMOUNT IN ₹)

PARTICULARS	As at 31 st March 2013	As at 31 st March 2012
a) Capital Redemption Reserve		
As per last balance sheet	130,000,000	50,000,000
Add : Transfer from Statement of Profit and Loss on redemption of Non-Cumulative Redeemable Preference Shares (Refer Note 3)	-	80,000,000
	130,000,000	130,000,000
b) Securities Premium Reserve		
As per last Balance sheet	382,292,449	382,292,449
c) General Reserve		
As per last balance sheet	167,852,040	137,852,040
Add : Transfer From Asset Impairment Reserve	-	30,000,000
	167,852,040	167,852,040
d) Tonnage Tax Reserve		
As per last balance sheet	129,046,945	123,046,945
Add : Transfer from Statement of Profit and Loss	25,000,000	6,000,000
Less : Transfer to Tonnage Tax Utilised Reserve	129,046,945	-
	25,000,000	129,046,945
e) Tonnage Tax Utilised Reserve		
As per last balance sheet	103,453,055	103,453,055
Add : Transfer from Tonnage Tax Reserve	129,046,945	-
	232,500,000	103,453,055
f) Asset Impairment Reserve		
As per last balance sheet	-	30,000,000
Less : Transfer to General Reserve	-	30,000,000
	-	-
g) Hedging Reserve		
Provision for Hedging Losses (AS-30)	(54,306,192)	-
h) Surplus in the statement of profit and loss		
Balance as per last Balance Sheet	303,141,238	356,239,425
Profit/(Loss) from the year	154,036,828	56,283,664
Add: Adjustment for Minority share of loss	9,760,000	-
Amount available for appropriation	466,938,066	412,523,089
Less: Appropriations		
Transfer to Capital Redemption Reserve	-	80,000,000
Transfer to Tonnage Tax Reserve	25,000,000	6,000,000
Interim Dividend paid on Preference shares	-	7,516,940
Tax on Interim Dividend Paid on Preference Shares	-	1,219,473
Proposed Dividend on Preference Shares	9,500,000	103,825
Tax on Proposed Dividend on Preference Shares	1,541,138	1,781,816
Proposed Dividend on Equity Shares	13,174,520	10,978,767
Tax on Proposed Dividend on Equity Shares	2,239,004	1,781,030
Total Appropriations	51,454,662	109,381,851
Net Surplus in the statement of profit and loss	415,483,404	303,141,238
TOTAL	1,298,821,701	1,215,785,727

5) Minority Interest

Particulars	As at 31 st March 2013	As at 31 st March 2012
Minority Interest		
10,00,000, 9.5% Non-Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each *	100,000,000	100,000,000
24,400, 8% Optionally Convertible, Cumulative, Redeemable Preference Share of ₹ 100/- each **	2,440,000	-
TOTAL	102,440,000	100,000,000

* Preferential share allotment of 10,00,000, 9.5% Non-Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each fully paid up to Transworld Shipping & Logistics Limited and M/s Crescent Shipping Agency (I) LIMITED.. Date of allotment : 28th March, 2012 and redeemable on 1st April 2013. The holders of these preference shares have expressed their desire to postpone the redemption.

** Preferential share allotment of 24,400,000, 8% Optionally-Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each fully paid up to minority shareholders of the Company. Date of allotment : 28th September, 2012 and redeemable on 27th September, 2015.

6) Long-term borrowings
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Secured :		
Term Loan from Banks	1,080,433,260	717,217,049
Less: Current Maturities of above loans disclosed under the Head "Other Current Liabilities" (Refer Note 11)	200,105,014	164,614,747
TOTAL	880,328,246	552,602,302

6a) Nature of security and terms of repayment for secured loan availed from Banks

- Canara Bank FCNR Loan \$1,27,79,460, the loan is secured by a first charge over the Vessel M.V.Oel Trust and M.V.Oel Shreyas and collateral charge over M.V.Oel Unity. Loan to be repaid in 58 structured monthly installments with the first repayment starting from January 2012 i.e. \$2,29,190. Foreign currency loan carries interest @ LIBOR (6months) + 450bps. Loan repaid during the year 2012-13 amounts to \$ 27,50,280. (Previous Year - \$ 6,87,570)
- Axis Bank Car loan of ₹ 33,87,872, the loan is secured by hypothecation of car, carrying interest @10.06%, (on a monthly reducing basis). The Loan is repayable in 36 equal monthly installment of ₹ 1,12,000 starting from July 2011. Loan repaid during the year 2012-13 amounts to ₹ 11,34,005. (Previous Year - ₹ 7,78,936)
- ICICI Bank Loan ₹ 47,75,00,000 , the loan is secured by a first charge over the Vessel M.V.Oel Kochi and M.V.Oel Kutch and collateral charge over M.V.Oel Victory. Loan to be repaid in 28 quarterly installments with the first repayment starting from Oct 2013. ICICI Bank Loan carries interest @ I-Base + 290 bps.
- ICICI Bank - ₹ 65,488,877/- (March 31, 2012, ₹ 72,782,669/-), is secured by hypothecation of specific trailers (40 nos.). Repayable in equal monthly installments as per the repayment schedule for specific loan against the trailer.

Bank	No. of trailers	Repayable Terms -	Interest Rates %	No. of Installments	Outstanding as at 31.03.13	Outstanding as at 31.03.12
ICICI Bank Ltd	5	47	9.75%	20	7,722,073	11,790,042
ICICI Bank Ltd	5	47	10.50%	23	8,214,422	11,920,626
ICICI Bank Ltd	5	47	10.70%	25	6,885,427	9,700,017
ICICI Bank Ltd	18	59	10.66%	39	27,998,118	34,857,326
ICICI Bank Ltd	2	59	11.10%	43	3,718,827	4,514,658
ICICI Bank Ltd	5	48	10.32%	42	10,950,010	-
TOTAL	40				65,488,877	72,782,669

- (v) HDFC Bank - ₹ 27,885,818/- (March 31, 2012 ₹ 23,204,352/-) , are secured by hypothecation of specific trailers (16 nos.) Repayable in equal monthly installments as per the repayment schedule for specific loan against the trailer.

Bank	No. of trailers	Repayable Terms -	Interest Rates %	No. of Installments	Outstanding as at 31.03.13	Outstanding as at 31.03.12
HDFC LTD	11	59	10.65%	39	17,087,881	23,204,352
HDFC LTD	5	48	10.25%	42	10,797,937	-
Total	16				27,885,818	23,204,352

6b) There have been no defaults in repayment of any of the loans or interest thereon as at the end of the year.

7) Deferred tax liabilities (Net)

(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Deferred Tax Liabilities		
Fixed Assets : Impact of difference between tax depreciation and depreciation & amortization charged for the financial reporting	22,243,815	19,543,176
Other Timing Differences	-	380,160
Gross Deferred Tax Liabilities	22,243,815	19,923,336
Deferred Tax Assets		
- Provision for doubtful debts	(275,336)	(194,501)
- Share Issue Expenses	(25,956)	-
- Leave encashment	(2,179,671)	(1,395,317)
- Gratuity	(86,162)	-
Gross Deferred Tax Assets	(2,567,125)	(1,589,818)
TOTAL	19,676,690	18,333,518

- 7a. Deferred Tax Assets and Deferred Tax Liabilities have been offset as they relate to the same governing taxation laws.
- 7b. The net increase during the period in the deferred tax liability of ₹ 13,43,170/- (previous year ₹ 41,08,822/-) has been debited to Statement of Profit & Loss.
- 7c. Considering the uncertainty of realisation of deferred tax asset, primarily due to unabsorbed business loss, in future, no deferred tax assets has been recognised in the standalone financial statement of SRS Freight Management Limited (Formerly known as Haytrans (India) Limited).

8) Long term provisions

(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
For employee benefits		
Provision for Gratuity	265,564	1,369,646
Provision for Compensated Absence	9,529,758	7,371,740
Others		
Derivative Liability	54,306,192	-
TOTAL	64,101,514	8,741,386

8a) Disclosure required as per AS-15 on "Employees Benefits" has been made in Note no. 32.

8b) Current portion of provision for Compensated Absence Liabilities is disclosed under note 12 - 'Short-Term Provision'.

9) Short-term borrowings

(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Secured :-		
Working Capital Loan repayable on demand from Banks (Refer footnote 9a(i)) (13.75% p.a. Working Capital from Standard Chartered Bank Of India)	43,988,196	-
Working Capital Loan repayable on demand from banks (Refer footnote 9a(ii)) (11.5% p.a. Working Capital loan from Karur Vysya Bank)	199,088,387	121,194,262
Working Capital Loan repayable on demand from banks (Refer footnote 9a(iii)) (14.5% p.a. Working Capital loan from Standard Chartered Bank Ltd)	3,597,692	5,662,862
Unsecured :-		
Loan from HDFC - Lost Trailer (Refer footnote 9(b))	1,553,445	-
TOTAL	248,227,720	126,857,124

- 9a)** (i) Working capital loan from banks, repayable on demand, are secured by hypothecation of present and future book debts and inventory of the company.
- (ii) Working capital loan from banks, repayable on demand, are secured by charge over the entire current assets of srs (cover period of book debts 60 days), corporate guarantee from shreyas shipping & logistics limited, the holding company and collateral security of containers.
- (iii) Working capital loan from SCB, repayable on demand, are secured by charge over the entire sundry debtors of HIL (cover period of book debts 90 days).
- 9b)** Loan taken from hdfc with respect to lost trailer has been reclassified from secured long term borrowing to unsecured short term borrowings. Company has lodged insurance claims with the insurer and is due for settlement directly with the bank.

10) Trade payables

(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Sundry Creditors for Trade:-		
Due to Micro and Small Enterprises (excluding Interest)	-	-
Due to Others	290,887,811	202,015,338
TOTAL	290,887,811	202,015,338

10a) Disclosure under Micro, Small and Medium Enterprise Development Act, 2006.

Particulars	2012-2013	2011-2012
(a) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;	Interest ₹ 20,952	Interest ₹ 20,952
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
(c) The 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 year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	Nil	Nil
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	₹ 20,952	₹ 20,952
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	₹ 20,952	₹ 20,952

11) Other current liabilities
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Current Maturities of Long Term Borrowings (Note 6) (Secured term loans from banks)	200,105,014	164,614,747
Interest accrued but not due on loans	1,101,903	10,939
Unclaimed Dividend*	2,361,018	2,998,981
Unfinished Voyage income	19,658,080	7,132,723
Liability for Employee Benefits	14,414,788	23,996,282
Statutory Liabilities (including interest payable of ₹ 20952 for Micro, Small and Medium Enterprises - Refer Note 10)	20,957,779	5,745,706
Share Application money received from Minority Share Holders in a Subsidiary (Pending Allotment)	-	12,200,000
TOTAL	258,598,582	216,699,378

* No amount is due and outstanding to be credited to the Investor Education and Protection fund

12) Short term provisions
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
For employee benefits		
Gratuity	1,194,254	-
Compensated Absence	1,410,991	2,080,152
Others		
Proposed Preference Dividend	9,500,000	103,825
Provision for tax on Preference Dividend	1,541,138	1,781,816
Proposed Equity Dividend	13,174,520	10,978,767
Provision for tax on Equity Dividend	2,239,004	1,781,030
TOTAL	29,059,907	16,725,590



(AMOUNT IN ₹)

(13) Fixed Assets

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	COST AS AT 01.04.2012	ADDITIONS	DEDUCTIONS/ ADJUSTMENTS	COST AS AT 31.03.2013	AS AT 01.04.2012	FOR THE YEAR	DEDUCTIONS/ ADJUSTMENTS	AS AT 31.03.2013	AS AT 31.03.2013	AS AT 31.03.2012
TANGIBLES										
FLEET	2,177,675,131	619,775,505	36,262,741	2,833,713,377	566,471,036	138,971,206	-	705,442,242	2,128,271,135	1,611,204,095
CONTAINER	167,295,510	-	(115,238)	167,180,272	43,090,393	7,758,998	(39,196)	50,810,195	116,370,077	124,205,117
FURNITURE & FIXTURES	4,855,732	9,419,496	(37,946)	14,237,282	1,185,748	787,555	(37,946)	1,935,357	12,301,925	3,669,984
OFFICE EQUIPMENTS	7,853,366	3,336,799	(1,116,729)	10,073,436	2,757,479	579,794	(297,498)	3,039,775	7,033,661	5,095,887
COMPUTERS	7,549,650	4,118,870	(830,578)	10,837,942	4,302,278	1,266,738	(733,485)	4,835,531	6,002,411	3,247,372
VEHICLES	7,072,274	104,346	(1,209,506)	5,967,114	1,213,289	597,615	(764,115)	1,046,789	4,920,325	5,858,985
TRAILOR (VEHICLE)	117,573,027	24,623,529	(4,516,452)	137,680,104	12,197,358	14,510,835	(2,336,519)	24,371,674	113,308,430	105,375,669
MACHINERY	18,000	-	-	18,000	1,275	1,273	-	2,548	15,452	16,725
A) TOTAL TANGIBLE ASSETS AS ON 31.03.2013	2,489,892,690	661,378,545	28,436,292	3,179,707,527	631,218,856	164,474,014	(4,208,759)	791,484,111	2,388,223,416	1,858,673,834
A) TOTAL TANGIBLE ASSETS AS ON 31.03.2012	2,274,281,934	136,190,512	79,420,244	2,489,892,690	497,758,709	134,832,352	(1,372,205)	631,218,856	1,858,673,834	
INTANGIBLES										
COMPUTER SOFT WARE	2,162,177	-	(18,200)	2,143,977	2,080,088	34,674	(18,200)	2,096,562	47,415	82,089
B) TOTAL INTANGIBLE ASSETS AS ON 31.03.2013	2,162,177	-	(18,200)	2,143,977	2,080,088	34,674	(18,200)	2,096,562	47,415	82,089
B) TOTAL INTANGIBLE ASSETS AS ON 31.03.2012	2,058,002	104,175	-	2,162,177	1,873,145	206,943	-	2,080,088	82,089	
TOTAL (A + B) AS ON 31.03.2013	2,492,054,867	661,378,545	28,418,092	3,181,851,504	633,298,944	164,508,688	(4,226,959)	793,580,673	2,388,270,831	1,858,755,923
TOTAL (A + B) AS ON 31.03.2012	2,276,339,936	136,294,687	79,420,244	2,492,054,867	499,631,854	135,039,295	(1,372,205)	633,298,944	1,858,755,923	-

14) Non-current Investments
(AMOUNT IN ₹)

(A) LONG TERM INVESTMENTS (AT COST)	As at 31 st March 2013	As at 31 st March 2012
TRADE - UNQUOTED-FULLY PAID ORIENT EXPRESS SHIP MANAGEMENT LIMITED (15,000 Equity Shares of ₹ 10 each)	150,000	150,000
TOTAL	150,000	150,000

(AMOUNT IN ₹)

(B) CURRENT NON TRADE INVESTMENT- (UNQUOTED)	As at 31 st March 2013	As at 31 st March 2012
MUTUAL FUNDS INVESTMENTS (AT LOWER OF COST OR NET ASSET VALUE)	712,943	111,800,016
TOTAL	712,943	111,800,016

a) Investment has been valued considering the significant accounting policy disclosed in note no. 2 (e) to these financial statements.

15) Other non-current assets
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
(Unsecured considered good, unless otherwise stated)		
Gratuity Fund with Life Insurance Corporation	-	-
Advance Income Tax [Net of provision ₹ 4,04,44,576/-] (March 31, 2012: ₹ 3,71,22,505/-)	58,825,202	35,716,410
Minimum Alternate Tax credit Entitlements	10,359,283	16,349,782
Unamortised Loan Processing charges	13,173,698	2,849,401
Unamortised Dry Dock Expenditure	21,675,014	
Bank Fixed Deposits with original maturity of more than 12 months*	17,633,591	
Other Advances**	916,559	643,978
Others***	8,683,396	3,631,206
TOTAL	131,266,743	59,190,777

* Bank deposits are on lien towards debt service accounts.

** Other Advances include, advance given to Staff , Income accrued but not due etc.

*** Others include deposit with Port Trust of India ₹ 50,000/- (March 31, 2012: ₹ 50,000/-), deposit with Custom ₹ 35,188/- (March 31, 2012 : ₹ 17,523/-), Margin Money Deposit held as lien by bank against bank guarantee ₹ 31,51,234/- (March 31, 2012 : ₹ 27,73,145/-).

16) Inventories
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
(At lower of Cost or Net Realisable Value and certified by Management)		
Lube Oils and Fuel Oil	71,109,179	49,153,607
Victualling Stock	657,797	811,417
Inventory for Dry Dock	5,777,678	9,060,067
TOTAL	77,544,654	59,025,091

(17) Trade receivables
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Unsecured		
Outstanding for a period exceeding six months from the date they are due for payment:		
Considered good	11,936,441	2,597,378
Considered doubtful	848,624	599,481
Others:		
Considered good	495,973,909	341,597,702
Considered doubtful	10,554,910	-
Total	519,313,884	344,794,561
Less: Provision for doubtful debts	11,403,534	599,481
TOTAL	507,910,350	344,195,080

(18) Cash and Bank Balances
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Cash on Hand	3,085,090	1,952,257
Balances with Banks		
in current accounts	59,867,151	106,383,226
in deposits with original maturity of less than three months	27,194,650	35,858,323
	90,146,891	144,193,806
Other bank balances		
Unclaimed dividend accounts	2,361,018	2,998,981
In Margin Money Deposits*	-	2,773,145
TOTAL	92,507,909	149,965,932

* Pledged with bank as margin for guarantee issued

(19) Short-term loans and advances
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
(Unsecured considered good, unless otherwise stated)		
To related parties		
- Considered good	32,552,057	4,959,287
- Considered doubtful	-	-
Less: Allowance for doubtful loans and advances		
Others*		
- Considered good	23,116,884	42,892,375
- Considered doubtful	766,769	766,769
	23,883,653	43,659,144
Less: Provision for Doubtful Advances	766,769	766,769
	23,116,884	42,892,375
TOTAL	55,668,941	47,851,662

*Others include Earnest money deposit ₹ 850,000/- (P.Y. ₹ 3,151,000/-)

20) Other Current Assets

(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Claims Receivable	8,386,693	1,907,938
Prepaid Expenses	12,559,020	14,692,789
Income accrued	38,780,742	20,478,40
Unfinished Voyages Expenses	17,544,451	7,925,922
Unamortised Loan Processing charges	2,574,864	717,723
Unamortised Dry Dock	27,010,360	-
Gratuity Fund with Life Insurance Corporation	-	658,051
Deferred Containers Reposition Expenses	-	-
Duty Credit Entitlement (SFIS)	35,915,337	-
Others	14,913,663	20,388
TOTAL	157,685,130	46,401,212

21) Revenue from Operations

(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Service Income	914,622,034	849,845,857
Charter Hire Income	63,671,858	-
Non Liner Income	4,485,169	2,845,296
Duty Credit Entitlement	35,915,337	-
Domestic Service Income	1,730,601,676	1,217,892,791
Regional Freight Income	216,605,188	123,848,027
Trailer Income	562,369,497	301,413,708
Warehouse Income	1,660,200	1,932,793
Air Domestic Income	-	460,849
Rail Domestic Income	161,235,026	73,426,208
Freight Forwarding Income	197,746,179	136,085,404
TOTAL	3,888,912,164	2,707,750,933

Service tax amount not included in turnover.

22) Other Income

(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Interest received on Deposits with Banks	1,238,490	174,825
Interest received on Income Tax refund	-	2,488,871
Dividend from mutual fund investments (Current - Non Trade)	4,046,432	4,210,589
Dividend received from Subsidiary	-	-
Profit on sale of mutual fund investments (Current - Non Trade)	65,200	-
Profit on sale of Asset	371,031	175,499
Liabilities/Provisions for expenses no longer required written back	1,384,299	103,151
Other miscellaneous Income	2,966,491	2,046,733
Exchange Difference (Net)	10,843,743	6,126,292
TOTAL	20,915,686	15,325,960

23) Operation cost
(AMOUNT IN ₹)

Particulars	Year ended 31st March 2013	Year ended 31st March 2012
Trailer Expenses	555,204,518	292,545,987
Port and Marine Dues	267,143,696	233,472,461
Terminal Handling Charges Domestic	252,508,504	205,699,655
Transportation Expenses	197,730,055	110,421,325
Freight Forwarding Expenses	182,810,940	118,864,871
Rake Expenses	153,094,091	65,274,603
Stores and Spares Consumed	82,444,834	71,575,326
Container Lease Rent (Refer Note No. 42)	80,768,276	38,500,530
Terminal Handling Charges Liner	72,276,464	49,002,633
Ocean Freight Charges	69,974,337	38,258,608
Vessel Management and Agency Fees	40,123,981	40,450,951
Insurance and Protection Club fee	33,346,267	28,547,503
Other Domestic Expenses	32,535,660	32,413,228
Repairs and Maintenance to Fleet	23,240,794	21,915,868
Dry Dock Expenses	18,803,529	32,112,214
Sundry Expenses	14,759,204	7,941,457
Other Liner Expenses	12,378,867	2,088,875
Crew Victualling	12,087,354	9,531,189
Agency Fees	5,523,685	-
Godown Rent	1,796,008	2,235,120
Container/Cargo Insurance	1,516,461	-
Rates & Taxes	672,021	917,617
Brokerage / Commission	400,448	1,303,588
Air domestic Expenses	-	379,645
TOTAL	2,111,139,994	1,403,453,254

(24) Fuel Cost
(AMOUNT IN ₹)

Particulars	Year ended 31st March 2013	Year ended 31st March 2012
Inventory at the beginning of the year	49,153,607	47,252,695
Add: Purchases	953,160,016	760,182,022
Less:inventory at the end of the year	(71,109,179)	49,153,607
Cost of raw material and components consumed	931,204,444	758,281,110

24a) Details of Fuel consumed

(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Fuel Oil		
Fuel oil consumption	691,651,233	558,540,831
Gas oil consumption	192,470,299	147,160,172
Lube Oil		
Lube Oil consumption	42,703,094	48,247,626
Fresh water	4,379,818	4,332,481
TOTAL	931,204,444	758,281,110

25) Employee Benefit Expenses

(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Floating staff		
Salaries, Wages & Other Allowances for Floating Staff	197,152,173	140,668,913
Contribution to Provident Fund for Floating Staff	2,622,421	2,046,395
Staff Welfare for Floating Staff	1,168,327	720,447
Shore Staff		
Salaries and Bonus	105,985,915	75,561,819
Contribution to Provident Fund and Gratuity	8,073,204	7,386,689
Staff Welfare	12,732,607	8,973,833
TOTAL	327,734,647	235,358,096

Disclosure required by AS 15 in respect of provision made towards various Employees benefits is made in Note no. 32.

26) Finance Cost

(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Interest Expenses	93,096,402	53,964,726
Loan Processing Charges	1,966,442	786,486
TOTAL	95,062,844	54,751,212

27) Other expenses

(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Bad debts/Bills receivable written off	1,095,263	4,322,162
Add: Reserve for Doubtful Debts created	11,182,110	-
Less: Reserve for Doubtful Debt reversed	(378,057)	3,907,933
Total	11,899,316	414,229
Professional & Consultancy Fees	15,099,306	14,453,163
Travelling and Conveyance	14,178,285	7,884,479
Rent	11,297,986	7,136,770
Repairs and Maintenance- other assets.	6,014,389	4,733,557
Communication Expenses	5,492,952	3,817,754
Auditors Remuneration (refer details below)	4,060,293	3,228,054
Vehicle Lease rent (Refer Note No. 42)	3,958,986	3,230,333
Advertisement and Business Promotion	3,444,797	2,260,345
Rates & Taxes	2,944,962	2,730,753
Insurance Expenses	1,605,246	1,349,784
Director's Sitting fees	1,358,141	853,500
Donations	1,050,000	251,300
Gifts & Presents	101,713	10,350
Loss on Sale / Restatement of Current Non-trade Investments	37,057	-
Loss on Sale / Discard of Assets	-	716,877
Other Expenses	19,671,582	15,557,773
TOTAL	102,215,011	68,629,021

27a) Auditors Remuneration

(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
As Auditors (including Service Tax)	2,758,481	2,132,780
In other capacity (including Service Tax)	-	-
Tax Audit Fees	443,822	420,835
Fees for Certification and Others	562,543	470,230
Reimbursement of expenses	295,447	204,659
TOTAL	4,060,293	3,228,504

28 Basis of Consolidation

- The financial statements of the Subsidiary Companies in the consolidation are drawn up to the same reporting date as of the Company for the purpose of consolidation.
- The consolidated financial statements have been prepared in accordance with the Accounting Standard (AS) 21 - 'Consolidated Financial Statements' and generally accepted accounting principles.
- Principles of consolidation:

The consolidated financial statements have been prepared as per the following principles:

- The financial statements of the Company and its subsidiaries are combined on a line by line basis by adding together of the like items of assets, liabilities, income and expenses after eliminating intragroup balances, intra-group transactions, unrealised profits or losses and minority interest have been separately disclosed.
- The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements except as otherwise stated in the notes to the accounts.

29 Details of shares held in subsidiary

Name of the Company	No. of Equity share held by Shreyas Shipping & Logistics Limited.		Holding %	
	2012-13	2011-12	2011-12	2011-12
Shreyas Relay Systems Ltd. -SRSL	2,500,000	2,500,000	100	100
SRS Freight Management Ltd (Formerly Known as Haytrans (I) Ltd	10,450	10,450	51.1	51.1

30 The Company has changed the Accounting Policy in the current year for Dry dock Expenses to amortise the same over 30 months, whereas in the previous year such expenses were charged off to statement of Profit and Loss in the year of Expenditure on proportionate basis. Had the earlier policy been adopted, charge to statement of Profit and Loss would have been higher to the extent of ₹ 4,86,85,373 for the year ended 31st March, 2013.

31 Details of DEFC Licences utilised for Importing Goods:

(AMOUNT IN ₹)

Particulars	2012-13	2011-12
Opening Balance	24,120	8,989,046
Addition during the year	35,915,337	-
Utilisation/Expired during the year	24,120	8,964,926
Closing Balance	35,915,337	24,120

32 Gratuity Benefits
(a) Description of the Gratuity Plan:

The Company provides for gratuity a defined benefit retirement plan covering eligible employees. Gratuity plan provides for a lump sum payment to employees on retirement, death, incapacitation, termination of employment, of amounts that are based on salaries and tenure of the employees.

The above figures do not include SRSFML in the absence of detailed disclosures in the standalone accounts. In the books of account of SRSFML, amount contributed to Life Insurance Corporation of India towards approved gratuity fund and charged to Statement of Profit & Loss Account, ₹ 12,809.

(b) Amount recognized in the Balance Sheet and movements in net liability:

(AMOUNT IN ₹)

Particulars	2012-13	2011-12
Present Value of Funded Obligations	14,602,176	11,639,784
Fair Value of Plan Assets	(14,484,242)	(11,137,316)
Amount not Recognized as an Asset (limit in Para 59(b))	-	11,187
Net Liability / (Asset) recognized in the Balance Sheet	117,934	513,655

Gratuity liability is funded with Life Insurance Corporation of India (LIC) and the above net asset represents the excess between the fair value of Gratuity funds with LIC and the liability as per actuarial valuation This is available for future adjustment and considered recoverable.

The fair value of the plan assets does not include the Company's own financial instruments

The net asset recognized is grouped under "Other current assets".

(c) Expenses recognized in the Statement of Profit & Loss

(AMOUNT IN ₹)

Particulars	2012-13	2011-12
Current Service Cost	1,148,593	812,018
Interest on Defined Benefit Obligation	1,040,603	711,116
Expected Return on Plan Assets	(920,291)	(788,781)
Net Actuarial Losses/ (Gains) Recognized in the year	1,881,377	2,872,898
Past Service Cost	-	-
Losses/ (Gains) on "Curtailements & Settlements"	-	-
Effect of the limit in Para 59(b)	(11,187)	(160,429)
Total	3,139,095	3,446,822

*The Actual Return on Plan Assets is ₹ 661,958 (Previous Year ₹ -222,897).

(d) Reconciliation of Benefit Obligation & Plan assets for the Period
Change in Defined Benefit Obligation
(AMOUNT IN ₹)

Particulars	2012-13	2011-12
Opening Defined Benefit Obligation	11,639,784	8,391,999
Current Service Cost	1,148,593	812,018
Interest Cost	1,040,603	711,116
Actuarial Losses / (Gain)	1,623,044	1,861,220
Past Service Cost	-	-
Actuarial Losses / (Gain) due to Curtailment	-	-
Liabilities Extinguished on Settlements	-	-
Liabilities Assumed on Acquisition / (Settled on Divestiture)	-	-
Exchange Difference on Foreign Plans	-	-
Benefits Paid	(849,848)	(136,569)
Closing Defined Benefit Obligation	14,602,176	11,639,784

Change in Fair Value of Assets
(AMOUNT IN ₹)

Particulars	2012-13	2011-12
Opening Fair Value of Plan Assets	11,137,316	10,637,368
Expected Return on Plan Assets	920,291	788,781
Actuarial Gain / (Losses)	(258,333)	(1,011,678.00)
Assets Distributed on Settlements	-	-
Contributions by Employer	3,106,356	-
Assets Acquired on Acquisition / (Distributed on Divestiture)	-	-
Exchange Difference on Foreign Plans	-	-
Benefits Paid	(421,388)	722,845
Sub Total	14,484,242	11,137,316
Amount not recognized as per asset (Limit para 59(b))	-	-
Closing Fair Value of Plan Assets	14,484,242	11,137,316
Expected Employer's Contribution Next Year	1,400,000	1,400,000

(e) Actuarial Assumptions at the Valuation date

Particulars	2012-13	2011-12-SSLL	2011-12-SRSL
Discount Rate	7.95% p.a	8.05% p.a	8.60% p.a.
Expected Rate of Return on Plan Assets*	7.50% p.a	8.05% p.a	7.50% p.a.
Salary Escalation Rate	7.00% p.a.	7.00% p.a.	7.00% p.a.

This is based on expectation of the average long term rate of return expected on investments of the Fund during the estimated term of the obligations.

(f) Descriptions of the Plan Assets

Category of Assets	2012-13	2011-12
Government of India Securities	-	-
Corporate Bonds	-	-
Special Deposit Scheme	-	-
Insurer Managed Funds	100%	100%
Others	-	-
Total	100%	100%

(g) Experience Adjustments
(AMOUNT IN ₹)

Particulars	2012-2013	2011-2012	2010-2011	2009-2010
Defined Benefit Obligation	14,602,176	11,639,784	8,391,999	7,264,706
Plan Assets	14,484,242	11,137,316	10,637,368	9,365,978
Surplus / (Deficit)	(117,934)	(502,468)	2,245,369	2,101,272
Exp. Adj. on Plan Liabilities	927,777	2,365,444	(70,106)	(13,294)
Exp. Adj. on Plan Assets	(258,333)	(1,011,678)	(79,877)	38,059

(B) Compensated Absences for Employees

The Company permits encashment of privileged leave accumulated by their employees on retirement, separation and during the course of service. The liability for unexpired leave is determined and provided on the basis of actuarial valuation at the Balance Sheet date. The privileged leave liability is not funded.

(a) Actuarial Assumptions at the Valuation date

Particulars	2012-13	2011-2012-SSLL	2011-2012-SRSL
Discount Rate	7.95% p.a	8.05% p.a.	8.60% p.a.
Salary Escalation Rate	7.50% p.a	7.00% p.a.	7.00% p.a.

(b) Amount recognized in Balance Sheet & movements in net liability:
(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Opening balance of present value of Compensated Absences {after adjustment of Opening Valuation} (X)	8,790,385	6,093,303
Closing balance of present value of Compensated Absences (Y) (Current Liability ₹ 14,10,991 and Non-current Liability ₹ 95,29,758)	11,414,713	8,790,385
Movement in Net Liability (X-Y)	(2,624,328)	(2,697,082)

(c) Payments made under defined contribution scheme.
(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Contribution to Seamans Provident Fund Crew & Offshore Staff for floating Staff.	2,622,421	2,046,395
Contribution to Provident Fund for shore Staff	4,834,645	3,033,105

- 33 Presentation of Minimum Alternative Tax (MAT) credit as prescribed by ICAI Guidance Note on Accounting for credit available in respect of Minimum Alternative Tax under Income -tax Act, 1961 is as under.

(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Current Tax *	23,925,394	10,220,579
Less : MAT Credit Entitlement availed	-	1,060,662
Net Current Tax	23,925,394	11,281,241

* Current Tax calculated as per Normal Provision of Income Tax Act, 1961.

The asset "Minimum Alternative Tax" is disclosed under "Other non-current assets"

- 34 Dividend remitted in Foreign Currency

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Dividend (Gross)	6,175,825	7,410,990
Number of Non-resident shareholders	1	1
Number of Shares held	12,351,650	12,351,650
Type	Final	Final
For the year	2011-2012	2010-2011

35 Foreign Currency Exposures outstanding at the Balance Sheet date.

Category: Currency Swap Contract of Rupee Loan from ICICI Bank Ltd of ₹ 47,75,00,000 (USD 86,00,093)

Purpose: In order to hedge the Company's exposure, due to movement in foreign exchange rates.

Foreign Currency exposures not hedged by derivative instrument or otherwise:.

Particulars	Currencies	As at 31 st March 2013	As at 31 st March 2012
a) Receivables	USD	1,784,987	1,661,201
	SGD	-	20,380
b) Payables	DHS	-	2,250
	EURO	56,117	113,211
	SGD	50,493	5,302
	TKA	-	54,050
	USD	1,068,058	377,353
	YEN	3,817,788	1,289,145
	SLR	249,391	945,558
	PKR	-	3,290,421
c) FCNR Loan taken from Bank	USD	9,341,610	12,091,890
d) Cash and Bank Balances	USD	1,206,034	1,265,680
	SGD	370	-
e) Balances with collection agents	USD	-	67,037
	SLR	2,035,622	1,055,247
f) Advance with Agents & Vendors	PKR	1,419,916	-
	EURO	4,340	-
	POUND	11,132	-
	SLR	73,132	-

36 The notional loss amounting to ₹ 5,43,06,192 as on March 31, 2013, on fair valuation of cross currency interest rate swap has been taken to the Hedging Reserve account.

37 MANAGERIAL REMUNERATION

(Included under Salary, Wages and Allowances-Note - 25)

(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
I) TO MANAGING DIRECTOR		
a) Remuneration	6,240,000	6,240,000
b) Contribution to Provident Fund	604,800	604,800
c) Leave Travel Allowance	500,000	500,000
	7,344,800	7,344,800
Less: Refund of excess Remuneration paid for Financial Year 2010-11	1,508,800	-
	5,836,000	7,344,800
II) TO EXECUTIVE DIRECTOR		
a) Remuneration	3,696,000	3,696,000
b) Contribution to Provident Fund	-	-
c) Leave Travel Allowance	-	-
	3,696,000	3,696,000

a) The remuneration does not include the provision made for gratuity and leave encashment, as they are determined on an actuarial basis for company as a whole.

b) Considering Auditor's qualification, remuneration paid to Managing Director during the year exceeds the maximum permissible limits prescribed in Section 269 and schedule XIII to the Companies Act, 1956. The Company is in the process of applying for Central Government approval.

38 Capital and other Commitments

(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Estimated amount of Contracts remaining to be executed on Capital Account and others not provided for.	-	5,937,955

39 Contingent Liabilities

(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
On account of disputes in respect to sales tax/VAT	441,889	NIL
Claim from ONGC for expenses incurred by it in connection with recovery and allied activities in respect of OEL Vision in distress during July 2006 (Recoverable from Insurance company).	30,597,784	30,597,784
Income Tax Demand for the Assessment Year 2010-11	1,339,695	NIL

40 Segment Reporting

a) The Group operates in two business segments viz. Shipping and Logistics. Shipping comprises Charter hire and Logistics includes Feeder, Domestic and Liner business. Freight Forwarding includes sea and air service of HIL

(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Revenue by Segment		
Shipping	63,671,858	-
Logistics (Shipping part)	4,611,596,305	3,416,154,129
Freight Forwarding	197,746,179	136,095,153
Others	40,400,506	2,845,296
Total Revenue	4,913,414,848	3,555,094,578
Less :Intersegment Revenue	1,024,502,684	847,343,645
	3,888,912,164	2,707,750,933
Segment Results		
Shipping	(77,147,220)	-
Logistics (Shipping part)	273,933,038	100,317,259
Freight Forwarding	14,935,239	3,111,270
Others	40,388,323	3,561,628
Total	252,109,380	106,990,157
Add: Other Income	20,915,686	15,325,960
Less: i) Interest & Finance Charges	95,062,844	54,751,212
ii) Unallocated Expenditure	-	-
Profit before Tax , Prior Period, Exceptional & Extra Ordinary items	177,962,222	67,564,905
Segment Depreciation		
Shipping	21,327,488	-
Logistics (Shipping part)	141,558,910	134,450,165
Freight Forwarding	314,212	244,642
Unallocated	1,308,078	344,488

b) Geographical Segment (Based on primary location of customers)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
In India	4,194,406,381	2,926,836,456
In Pakistan	40,756,390	33,319,518
Rest of World	678,252,077	594,938,604
TOTAL REVENUE	4,913,414,848	3,555,094,578

c) Segment Capital employed

Fixed Assets used in the company's business or liabilities contracted have not been identified to any of the reportable segments, as the fixed assets and services are used interchangeably between segments. Accordingly, no disclosure relating to individual segment assets and liabilities has been made. However Depreciation has been allocated amongst segments based on best estimates of usage of fixed assets in the respective segments during the year.

41. Related Party Transactions (Refer Annexure 1)
42. Accounting for Lease

The Company has taken Vehicles on Cancellable Operating Lease and the lease rental of ₹ 35,76,194/- (₹ 28,26,333/-) is charged to the statement of Profit and Loss.

The Company has taken Office Premises on Cancellable and Non- Cancellable Operating Lease and the lease rental of ₹ 1,17,20,146/- (₹ 71,36,770/-) is charged to the statement of Profit and Loss.

The Company has taken Containers on Cancellable Operating Lease and the lease rental of ₹ 80,768,206/- (P.Y ₹ 38,500,530/-) is charged to the statement of Profit and Loss.

The minimum future lease rentals payable in respect of non-cancellable lease period are as follow :

(AMOUNT IN ₹)

Particulars	As at 31 st March 2013	As at 31 st March 2012
Not later than one year	1,215,000	4,830,000
Later than one year but not later than five years	130,191	1,345,191
Later than five years	Nil	Nil

43. Working for Earnings per share:

(AMOUNT IN ₹)

Particulars		Year ended 31 st March 2013	Year ended 31 st March 2012
Profit/(Loss) after Tax		154,036,828	56,283,664
Add/(Less) : Preference Dividend (including Dividend Distribution Tax)		11,041,138	10,622,054
Adjusted net profit for the year	A	142,995,690	45,661,610
Optionally Convertible Preference share dividend attributable to outsiders*	B	98,937	-
Weighted average number of Equity shares outstanding	C	21,957,533	21,957,533
Nominal value Per Share	D	₹ 10	₹ 10
Earnings Per Share			
Basic	A/C	₹ 6.51	2.08
Diluted	(A-B)/C	₹ 6.51	2.08

*Includes dividend not declared on preference shares issued by SRSFML due to non-availability of profits.

44. Other disclosures

(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Expenditure in foreign currency (on accrual basis):		
Vessels Loan Repayment	183,969,122	34,740,620
Others*	253,906,556	592,257,751
Earnings in foreign exchange (on accrual basis):	667,902,113	628,258,452

* Others include payment towards procurement of vessel spares, fuel, port and marine dues, etc.

45 Value of imports calculated on CIF basis

(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Stores & Spares	62,826,429	45,457,775
Fuel Oil	137,800,792	446,939,535
Capital Goods	619,775,504	26,035,572

46 Imported & Indigenous raw materials, components and spare parts consumed

(AMOUNT IN ₹)

Particulars		Year ended 31 st March 2013	Year ended 31 st March 2012
Fuel			
Imported	21%	198,109,492	457,970,961
Indigenous	79%	733,094,952	300,310,149
Total	100%	931,204,444	758,281,110
Stores & Spares			
Imported	76%	62,826,429	45,457,775
Indigenous	24%	19,618,405	26,127,301
TOTAL	100%	82,444,834	71,585,076

47 Prior period comparatives

Prior year figures have been reclassified / regrouped wherever necessary to conform to the current year's classification.

 As per our report of even date
FOR PKF SRIDHAR & SANTHANAM
 Chartered Accountants
 Firm Regn No 003990S

Ramanarayanan J.
 Partner
 Membership No. 220369

 Place : Mumbai
 Date : 27th May 2013

For and On behalf of the Board

V. Ramnarayan
 Executive Director

Amitabha Ghosh
 Director
Namrata Malushte
 Company Secretary

 Place : Mumbai
 Date : 27th May 2013

Ritesh S. Ramakrishnan
 Director

Rajesh Desai
 General Manager - Finance & Accounts

RELATED PARTY TRANSACTIONS

Annexure-1
(Amount in '000)

TRANSACTION	Holding company *	Fellow subsidiaries*	Other related parties*	Key Management personnel*	Relatives of Key Management personnel*	TOTAL UPTO 31.03.2013	TOTAL UPTO 31.03.2012
Service / Freight income/Thc Income	-	6,726.60	5,000.88	-	-	11,727.47	116,264.70
Orient Express.Line (S) Pte. Ltd., Singapore	-	6,726.60	-	-	-	6,726.60	-
Lanka Orient Express Lines Ltd. Colombo	-	-	3,142.97	-	-	3,142.97	5,255.64
Clarion Solutions Pvt. Ltd	-	-	160.44	-	-	160.44	110,364.32
Albatross Shipping Ltd.	-	-	1,697.47	-	-	1,697.47	-
Forwarding Income	-	-	14,763.39	-	-	14,763.39	2,704.46
Transworld GLS (India) Pvt.Ltd.	-	-	4,531.20	-	-	4,531.20	-
Albatross Shipping Ltd.	-	-	34.65	-	-	34.65	-
TLPL Shipping & Logistics Pvt. Ltd.	-	-	79.46	-	-	79.46	-
Transworld Logistics & Shipping Services, INC, USA	-	-	588.80	-	-	588.80	-
Transworld Shipping, Trading & Logistics services LLC, Oman	-	-	3,712.97	-	-	3,712.97	-
Transworld Shipping & Logistics Ltd.	-	-	5,611.68	-	-	5,611.68	774.56
Transworld FZE, Dubai	-	-	-	-	-	-	1,472.22
Trailer Income	-	-	249.19	-	-	249.19	4,593.46
Clarion Solutions Pvt. Ltd.	-	-	51.00	-	-	51.00	-
Albatross Shipping Ltd.	-	-	86.25	-	-	86.25	55.00
Transworld Shipping & Logistics Ltd.	-	-	27.44	-	-	27.44	-
TLPL Logistics Pvt. Ltd.	-	-	84.50	-	-	84.50	-
Clarion Solutions Pvt. Ltd.	-	-	-	-	-	-	2,446.51
Relay Shipping Agency Ltd.	-	-	-	-	-	-	270.00
Admec Logistics Ltd.	-	-	-	-	-	-	1,821.95
Other Domestic Income	-	-	48.41	-	-	48.41	10,101.50
Albatross Inland Ports Pvt. Ltd	-	-	38.76	-	-	38.76	-
Clarion Solutions Pvt. Ltd	-	-	-	-	-	-	9,795.06
Sale of fixed asset	-	-	545.00	-	-	545.00	-
Albatross Shipping Ltd	-	-	530.00	-	-	530.00	-
Ocean Sea freight charges	-	-	35,227.05	-	-	35,227.05	10,813.98
Orient Express Lines FZCO	-	-	33,617.23	-	-	33,617.23	10,764.85

TRANSACTION	Holding company *	Fellow subsidiaries*	Other related parties*	Key Management personnel*	Relatives of Key Management personnel*	TOTAL UPTO 31.03.2013	TOTAL UPTO 31.03.2012
Freight Forwarding Expenses	-	-	50,798.48	-	-	50,798.48	1,541.97
Transworld Shipping & Logistic Ltd.	-	-	2,318.20	-	-	2,318.20	545.09
Albatross Shipping Ltd.	-	-	10.13	-	-	10.13	572.72
Transworld GLS (India) Pvt. Ltd.	-	-	1,479.74	-	-	1,479.74	345.17
Transworld Logistics & Shipping Services, Inc, USA	-	-	46,693.22	-	-	46,693.22	-
Stores, Spares, Victualling, Repairs expenses, etc.paid	-	-	8,592.17	-	-	8,592.17	8,898.62
Admec Logistics Ltd.	-	-	8,592.17	-	-	8,592.17	8,898.62
Vessel management fees	-	-	26,278.20	-	-	26,278.20	19,854.00
Orient Express Ship Management Ltd.	-	-	26,278.20	-	-	26,278.20	19,854.00
Agency Fees / commission & brokerage	-	-	16,246.72	-	-	16,354.57	18,944.82
Relay Shipping Agency Ltd.	-	-	13,328.05	-	-	13,328.05	13,440.15
Lanka Orient Express Lines Ltd., Colombo	-	-	1,110.11	-	-	1,110.11	3,370.46
Clarion Shipping Ltd. - Colombo	-	-	1,444.42	-	-	1,444.42	697.42
Rent Charges	-	-	9,108.38	-	-	9,108.38	2,058.90
Sivaswamy Holdings Pvt. Ltd.	-	-	8,714.90	-	-	8,714.90	1,819.66
Container Repair charges	-	-	7,567.84	-	-	7,567.84	5,488.60
Admec Logistics Ltd	-	-	7,567.84	-	-	7,567.84	5,488.60
Container onhire charges paid	-	-	4,727.03	-	-	4,727.03	-
Transworld Gls Sdn Bhd	-	-	4,727.03	-	-	4,727.03	-
Container lease rent	-	-	-	-	-	-	353.61
Balaji Shipping Lines FZCO	-	-	-	-	-	-	353.61
Transportation charges	-	-	13,720.81	-	-	13,720.81	13,756.73
Admec Logistics Ltd	-	-	13,720.81	-	-	13,720.81	11,316.47
Purchase of Fixed Assets	-	-	-	-	-	-	253.00
Balaji Shipping Lines FZCO	-	-	-	-	-	-	248.00
Trailer Expenses (Management Fees)	-	-	-	-	-	-	933.20
Admec Logistics Ltd	-	-	-	-	-	-	933.20
Vehicle Lease Rent	-	-	-	-	1,434.00	1,434.00	420.00

TRANSACTION	Holding company *	Fellow subsidiaries*	Other related parties*	Key Management personnel*	Relatives of Key Management personnel*	TOTAL UPTO 31.03.2013	TOTAL UPTO 31.03.2012
Mrs. Savita Kshirsagar	-	-	-	-	-	-	420.00
Mrs. Manita Vivek Kumar Singh	-	-	-	-	660.00	660.00	-
Mrs. Saraswati R	-	-	-	-	600.00	600.00	-
Managerial Remuneration paid (Net)	-	-	-	9,532.00	-	9,532.00	11,040.80
Mr. S. Ramakrishnan	-	-	-	5,836.00	-	5,836.00	7,344.80
Mr. V. Ramnarayan	-	-	-	3,696.00	-	3,696.00	3,696.00
Remuneration to Key Management Personnel	-	-	-	12,804.22	-	12,804.22	4,207.87
Mr Vinay Kshirsagar	-	-	-	1,051.97	-	1,051.97	4,207.87
Mr S.Varadarajan	-	-	-	4,599.47	-	4,599.47	-
Capt. Vivek Kumar Singh	-	-	-	4,807.76	-	4,807.76	-
Mr. Rajesh Desai	-	-	-	2,345.02	-	2,345.02	-
Donation	-	-	1,050.00	-	-	1,050.00	200.00
Valli & Sivaswamy Memorial Charitable Trust	-	-	1,050.00	-	-	1,050.00	200.00
Dividend on preference shares paid to related parties	-	-	103.83	-	-	103.83	7,516.00
Transworld Shipping and Logistics Ltd.	-	-	51.91	-	-	51.91	3,758.00
Crescent Shipping Agency (I) Ltd.	-	-	51.91	-	-	51.91	3,758.00
Allotment of 9.5% Non-Convertible Cumulative Redeemable Preference shares of ₹100 each	-	-	-	-	-	-	100,000.00
Transworld Shipping and Logistics Ltd.	-	-	-	-	-	-	50,000.00
Crescent Shipping Agency (I) Ltd.	-	-	-	-	-	-	50,000.00
Redemption of 9.5% Non-Convertible Cumulative Redeemable Preference shares of ₹100 each	-	-	-	-	-	-	80,000.00
Transworld Shipping and Logistics Ltd.	-	-	-	-	-	-	40,000.00
Crescent Shipping Agency (I) Ltd.	-	-	-	-	-	-	40,000.00
Dividend Paid on Equity Shares	6,175.83	-	-	109.37	1,167.32	7,452.52	8,942.93
Transworld Holdings Ltd.	6,175.83	-	-	-	-	6,175.83	7,410.99

Outstanding balances pertaining to related parties as at 31st Mar, 2013 (In ₹ '000)

(Amount) in '000

Nature of balance	Holding company *	Fellow subsidiaries*	Other related parties*	Key Management personnel*	Relatives of Key Management personnel*	Total as on 31.03.2013	Total as on 31.03.2012
Debit balance due to company	-	847	31,650	-	-	32,497	153,404
Credit balance due from company	-	2143	36,916	-	-	39,059	2936

NOTE: 1) Figure have been adjusted for exchange rate variations

2) Reimbursement of expenses incurred by/to Group Companies is not included here.

3) Remuneration paid to key managerial personnel and directors excludes provision for gratuity and compensated absences since these are provided on the basis of actuarial valuation for the company as a whole.

RELATED PARTY TRANSACTIONS

* Names of related parties

Nature of relationship	Name of the related party
Holding company	Transworld Holdings Ltd. (holds 56.25% of the equity share capital as at 31 st March 2013)
Fellow subsidiaries	Orient Express Lines Ltd., Mauritius Orient Express Lines (S) Pte. Ltd., Singapore Balaji Shipping Lines FZCO Sea Bridge Shipping Co LLC
Other related parties	Orient Express Ship Management Ltd. Sivaswamy Holdings Pvt. Ltd. Lanka Orient Express Lines Ltd., Colombo Admec Logistics Ltd. Relay Shipping Agency Ltd. Transworld Logistics Ltd. Transworld Shipping & Logistics Ltd. Albatross Shipping Ltd Crescent Shipping Agency (I) Ltd. Meridian Shipping Agency Pvt. Ltd. Transworld GLS (India) Pvt. Ltd. (Formerly known as NLS Agencies (I) Pvt Ltd.) Orient Express Lines FZCO TLPL Logistics Pvt. Ltd. TLPL Shipping & Logistics Pvt. Ltd.
	Transworld FZE Dubai Transworld GLS India Pvt.Ltd. Transworld GLS SDN BHD, Malaysia Transworld Logistics & Shipping Services, INC, USA Transworld Management Consultancy Pvt. Ltd. Transworld Saudi Arabia Transworld Shipping, Trading & Logistics services LLC, Oman Valli & Sivaswamy Memorial Charitable Trust

Nature of relationship	Name of the related party
Key Management Personnel	Mr. S. Ramakrishnan Mr. V. Ramnarayan Mr. Vinay Kshirsagar Capt. Vivek Kumar Singh Mr. Rajesh Desai
Relatives of Key Management Personnel	Mrs. Geeta Ramakrishnan Mr. Ritesh S. Ramakrishnan Ms. Anisha Ramakrishnan Mr. S. Mahesh Mrs. Mala Mahesh Mr. Murali Mahesh Ms. Mithila Mahesh Mrs. Brinda Ramnarayan Mr. Rajan Ramnarayan Mr Rajiv Raamnarayan Mrs. Savita Kshirsagar Mrs. Manita Vivek Kumar Singh Mrs. Saraswati R Mrs. Ratnaprabha Desai

Directors' Report

Your Directors are pleased to present the Twentieth Annual Report and the Audited Accounts for the financial year ended 31st March, 2013

1) FINANCIAL PERFORMANCE

(Amount in ₹)

	Current Year ended 31.03.2013	Previous Year ended 31.03.2012
Operating Income	2,690,941,813	1,720,142,377
Other Income	1,486,825	1,730,513
Profit before Interest, Depreciation and Tax	102,707,228	68,239,431
Less: Interest	28,277,030	15,306,521
Depreciation	23,915,197	18,800,890
Profit Before Tax	50,515,001	34,132,020
Less: Provision for Tax		
Current	16,257,907	8,106,567
Deferred	1,343,170	4,108,822
Prior Year	(175,693)	-
Minimum Alternate Tax Credit		
Profit / (Loss) After Tax	33,089,617	21,916,631

2) DIVIDEND

During the year, your Company recommends the final dividend to preference shareholders @ 9.50% p.a.

No dividend is proposed on equity shares.

The total outflow on account of dividend and dividend tax thereon amounts to ₹ 1,10,41,138/-. The breakup of dividend paid as under:

	Preference Share Dividend (Amount in ₹)
Dividend	95,00,000
Tax	15,41,138
Total	1,10,41,138

3) REVIEW OF OPERATIONS

During the year, your Company has reached in turnover of ₹ 2,690,941,813/- as compared to last years turnover of ₹ 1,720,142,377/- which shows around 56.44% growth in turnover. Your Company has made a profit of ₹ 33,089,617/- in the current financial year.

The management of your Company is dedicated and committed to give rise to the current figures as so that your Company can create benchmark growth in the Industry among the existing competitors.

4) FIXED DEPOSITS

Your Company has not accepted fixed deposits from the public during the year under review.

5) CAPITAL

During the year, no changes have been effected in the Authorised Capital and Paid up Capital of the Company.

6) HOLDING COMPANY

Your Company continues to be a subsidiary of Shreyas Shipping and Logistics Limited as defined under Section 4(1)(b) of the Companies Act, 1956.

7) SUBSIDIARY COMPANY

Your Company has one subsidiary company, viz, Haytrans (India) Limited. During the year under review, the name of the subsidiary company has been changed from Haytrans (India) Limited to SRS Freight Management Limited.

As required under Section 212 of the Companies Act, 1956, the audited statements of account, along with the Report of Board of Directors relating to SRS Freight Management Limited together with respective Auditors' Report for the year ended is annexed.

8) CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company prepared in accordance with relevant Accounting Standards viz. AS 21, AS 23 and AS 27 issued under the Companies (Accounting Standards) Rules, 2006 form part of this Annual Report.

9) DIRECTORS

In accordance with the provisions of the Companies Act, 1956, Mr. S. Ramakrishnan retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re- appointment.

Mr. Hariharan Krishnier Padmanabhan was appointed as Additional Director with effect from 16th April, 2013 to hold office till the conclusion of the forthcoming Annual General Meeting of the Company. The Company has received notice under section 257 of the Companies Act, 1956 from member proposing his appointment as a Director of the Company and the same has been recommended by the Board to members.

Brief Profile of Mr. Hariharan Padmanabhan

Hari Padmanabhan is a serial entrepreneur, a global corporate board level executive, mentor and angel investor.

He is currently Executive Chairman of the Encore Group (set up early 2010), through which he is pioneering an 'Operating Partner' model in early growth investing. Encore is set up to provide Money, Market access and Management bandwidth to proven entrepreneurial businesses that are seeking global growth. This he believes takes the pains out of rapid growth, leaving the entrepreneur to focus on her core competencies.

Previous to this, he was the Chief Strategic Advisor of 3i Infotech (BSE /NSE: 3IINFOTECH), a leading global provider of Information Technology products and solutions, till May 2009. He was their Deputy Managing Director / Executive Director between 2003 and 2008 and drove their 10 fold growth to be a \$ 500 M global organization over a seven year period. Hari came into 3i Infotech when the company he had set up in Dubai in 1986, Insyst Technologies, was acquired by 3i Infotech in 2001. With Insyst, (set up in 1986) he pioneered software product development in the Middle East and created market leading products in the ERP (Orion) and Insurance (Premia) segments across The Middle East, Africa & the CIS.

He has guided 3i Infotech Ltd. into establishing itself in the Capital Markets, Banking and Investment Management areas in Middle East & Africa with successful entry into the Insurance and Banking segments in Europe.

As Deputy MD, he was responsible for turning around their South Asia operations and achieving close to 100 % growth year on year for two years.

He is also on the board of Prime Focus Ltd, India's leading film post Production Company, and LKP Finance Ltd, a financial services company in India.

He has angel invested and mentored an RFID company in Dubai, TrackIT and a mobile applications company in India, Moist. His multimedia & film production venture, A Richer Lens completed production of its maiden feature

film, 'Land Gold Women', last year, and has received much critical acclaim including the 'Best English feature film award of the Govt. of India, the Rajat Kamala.

His 'not for profit' activities include being the current Chairman of Pan IIT Alumni India , Founder Patron of the Pan IIT alumni Reach for India Foundation and a Director of Pratham in Dubai.

He has a Bachelor of Technology degree from IIT Kanpur and is a post graduate in Management from IIM Kolkatta.

10) HUMAN RESOURCE MANAGEMENT

Your Company believes in the contribution of each individual and thereby in building a team that works in cohesion. Acquiring, developing and enhancing its human potential is a continuous process. All the HR processes are competency based - attracting talent, developing human capital and performance management systems. During the year, a lot of initiatives from HR perspective have been implemented like employee referral scheme amongst others.

Your Company has human capital with a diverse pool of knowledge and experience of experts from all business verticals. The Company encourages entrepreneurial skills thus, enabling and empowering employees to take appropriate decisions. The Company offers critical and challenging roles in a wide range of business segments. Its talent management and performance management systems are geared to create a pipeline of potential leaders.

Today the Company is growing at a rapid pace, by developing a structure, systems and a workplace culture that provides challenging opportunities, performance rewards and delivers opportunities continuously, the company is striving to get the best out of its most valuable asset — its people.

11) INFORMATION TECHNOLOGY

Your Company has completed the implementation of software application named as APOLLO. This application provides the facility to track the movement of vehicles/ cargo. Documentation process has been simplified by introduction of this application. It generates the documents like lorry receipt, invoices etc for all business verticals.

12) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNING AND OUTGO

Under the Notification No. GSR 1029 dated 31st December 1988, Companies are required to furnish prescribed information regarding conservation of energy and technology absorption. This however does not apply to your Company, as the industry in which the Company operates is not included in the Schedule to the relevant rules.

With regard to foreign exchange earnings and outgo, the position is as under:

		₹ (2012-13)
(i)	Foreign exchange earnings (on accrual basis)	104,684,483
(ii)	Foreign exchange outgo including operating and other expenditure, repayment of containers loan in foreign currency (on accrual basis)	114,362,538

13) DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, the Directors confirm that, to the best of their knowledge and belief, in respect of the year ended on 31st March, 2013;

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- appropriate accounting policies have been selected and applied consistently, and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2013 and of the profit of the Company for the year ended on 31st March, 2013;
- proper and sufficient care has been taken 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
- the annual accounts have been prepared on a 'going concern' basis'.

14) AUDITORS

M/s PKF Sridhar & Santhanam, Chartered Accountants, retire at the conclusion of the forthcoming Annual General Meeting and offer themselves for reappointment. A certificate from the Auditors has been received to the effect that their reappointment, if made, would be

within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

15) COST AUDIT

The Central Government has not recommended cost audit of the Company during the year under consideration.

16) PARTICULARS OF EMPLOYEES

For the financial year 2012-13 none of the employee's salary exceeded ₹ 60 Lacs p.a. or ₹ 5 Lacs p.m.

17) ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation and acknowledge with gratitude, the support and co-operation that Company received from the Government of India, the Ministry of Shipping, the Ministry of Finance, the Ministry of Corporate Affairs, the Directorate General of Shipping, the Mercantile Marine Department, the Reserve Bank of India, the Central Board of Excise and Customs, Ministry of Railways, Ministry of Surface Transport, Regional Transport Offices, IT service providers and other government agencies.

Your Directors thank the Company's clients, vendors, bankers and the employees and look forward to their continued support.

18) CAUTIONARY STATEMENT

Statements in the Directors' Report describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

For and on behalf of the Board of Directors

Place : Mumbai
 Date : 27th May, 2013

V. Ramnarayan
 Executive Director

INDEPENDENT AUDITOR'S REPORT

To the Members of M/s. SHREYAS RELAY SYSTEMS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of M/s. Shreyas Relay Systems Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **PKF Sridhar & Santhanam**

Chartered Accountants

Firm's Regn. No.: 003990S

Ramanarayanan. J

Partner

Mem. No.: 220369

Place: Mumbai

Date: 27th May, 2013

Annexure

Referred to in paragraph 1 on 'Report on Other Legal and Regulatory Requirements' of our report of even date

- i. (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The major fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;
- (c) The Company has not disposed any material assets during the year;
- ii. The Company has no inventories.
- iii. (a) The Company has not given any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act, during the year;
- (b) Except for unsecured interest bearing loan of Rs. 7,00,00,000/- (repayable on demand) taken from M/s. Shreyas Shipping & Logistics Limited, Holding Company, the Company has not taken any loans, secured or unsecured from companies, firm or other parties covered in the register maintained under section 301 of the Act. In our opinion, the terms of loan are not prejudicial to the interest of the Company and reasonable steps have been taken by the Company for repayment of the principal and interest;
- iv. There is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for the sale of services. No goods are sold by the Company. There is no continuing failure to correct major weaknesses in internal control system;
- v. (a) The particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section; and
- (b) In respect of transactions exceeding the value of Rs. Five lakhs in respect of each party made in pursuance of such contracts or arrangements, they have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time, wherever applicable;
- vi. The company has not accepted deposits from the public;
- vii. The Company has an internal audit system commensurate with its size and nature of business;
- viii. Maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act;
- ix. (a) The company has been generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Service tax, Wealth Tax, Custom Duty, cess and any other statutory dues as applicable to it with the appropriate authorities. There are no arrears of outstanding statutory dues as at the

last day of the Financial year for a period of more than six months from the date they became payable.

- (b) Details of dues of income tax, sales tax, wealth tax, service tax, customs duty, excise duty and cess, as applicable, which have not been deposited as on 31st March, 2013 on account of disputes are given below:

Name of Statute	Nature of Dues	Amount in Rs.	Period to which the amount relates	Forum where dispute is pending
Tamil Nadu Value Added Tax Act, 2006	Value Added Tax	191,434	2012-13	Deputy Commercial Tax Officer
Punjab Value Added Tax Act, 2005	Value Added Tax	187,955	2012-13	Deputy Excise & Taxation Commissioner and Joint Director (Enf.)

- x. The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in such financial year and in the financial year immediately preceding such financial year also;
- xi. The Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders;
- xii. The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities;
- xiii. The Company is not a Nidhi/ Mutual benefit fund/ Society. The provisions of special statute applicable to chit fund are not applicable to the Company;
- xiv. The Company is not dealing or trading in shares, securities, debentures and other investments;
- xv. The Company has not given any guarantee for loans taken by others from bank or financial institutions;
- xvi. The term loans taken from the bank were applied for the purpose for which they were obtained;
- xvii. On an overall examination of the Balance Sheet, we report that the funds raised on short-term basis have not been used for long term investment;
- xviii. The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act;
- xix. The Company has not issued any debentures during the year;
- xx. There have been no public issues during the year;
- xxi. Based on the audit procedures adopted and according to the information and explanations given to us by the management, no fraud on or by the Company has been noticed or reported during the year.

For **PKF Sridhar & Santhanam**
Chartered Accountants
Firm's Regn. No.: 003990S

Ramanarayanan. J
Partner

Place: Mumbai
Date: 27th May, 2013

Mem. No.: 220369

BALANCE SHEET AS AT 31ST MARCH 2013

Particulars	Notes	(AMOUNT IN ₹)	
		As At 31 March 13	As At 31 March 12
I. Equity & Liabilities			
(1) Shareholder's Funds			
(a) Share Capital	2	125,000,000	125,000,000
(b) Reserves and Surplus	3	45,833,479	23,785,000
(2) Non-Current Liabilities			
(a) Long-term borrowings	4	63,209,012	73,210,604
(b) Deferred tax liabilities (Net)	5	19,676,690	18,333,520
(c) Long term provisions	6	5,572,622	4,566,238
(3) Current Liabilities			
(a) Short-term borrowings	7	271,708,825	121,194,262
(b) Trade payables	8	178,684,317	196,779,391
(c) Other current liabilities	9	41,481,641	37,129,148
(d) Short-term provisions	10	12,452,129	2,791,670
TOTAL		763,618,715	602,789,833
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11	241,934,589	239,093,792
(ii) Intangible assets	11	47,415	82,089
(iii) Capital work-in-progress		-	-
(b) Non-current investments	12	18,286,250	18,286,250
(c) Other non-current assets	13	42,273,984	26,732,172
(2) Current assets			
(a) Trade receivables	14	362,104,190	216,834,878
(b) Cash and Bank Balances	15	22,349,723	73,117,945
(c) Short-term loans and advances	16	23,724,931	17,533,530
(d) Other current assets	17	52,897,633	11,109,177
TOTAL		763,618,715	602,789,833
Summary of significant accounting policies	1		
The accompanying notes form an integral part of the financial statement.			

As per our report of even date

For and On behalf of the Board

FOR PKF SRIDHAR & SANTHANAMChartered Accountants
Firm Regn. No. 003990S**Ritesh Ramakrishnan**

Director

V Ramnarayan

Executive Director

Ramanarayanan J.Partner
Membership No. 220369**Pooja Karia**

Company Secretary

Place : Mumbai

Date : 27th May 2013

Place : Mumbai

Date : 27th May 2013

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

Particulars	Notes	(AMOUNT IN ₹)	
		Year ended 31 March 13	Year ended 31 March 12
III. INCOME			
Revenue from operations	18	2,690,941,813	1,720,142,377
Other Income	19	1,486,825	1,730,513
		2,692,428,638	1,721,872,890
IV. Expenses:			
Operation Cost	20	2,454,081,302	1,567,277,497
Employee benefit expense	21	78,554,504	47,389,960
Finance costs	22	28,277,030	15,306,521
Depreciation and amortization expense	11	23,915,197	18,800,890
Other expenses	23	57,085,604	38,966,002
		2,641,913,637	1,687,740,870
V. Profit before exceptional and extraordinary items and tax	(III - IV)	50,515,001	34,132,020
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		50,515,001	34,132,020
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		50,515,001	34,132,020
X. Tax expense:			
(1) Current tax		16,257,907	8,106,567
(2) Deferred tax	5	1,343,170	4,108,822
(3) Prior Year tax		(175,693)	-
(4) Minimum Alternate Tax Credit		-	-
		33,089,617	21,916,631
XI. Profit/(Loss) for the year (IX-X)			
XII. Earnings per equity share: (Nominal value of ₹ 10 each)			
- Basic & Diluted	31	8.82	3.66
Summary of significant accounting policies	1		

The accompanying notes form an integral part of the financial statement

As per our report of even date

FOR PKF SRIDHAR & SANTHANAM
Chartered Accountants
Firm Regn. No. 003990S

Ramanarayanan J.
Partner
Membership No. 220369

Place : Mumbai
Date : 27th May 2013

For and On behalf of the Board

Ritesh Ramakrishnan
Director

V Ramnarayan
Executive Director

Pooja Karia
Company Secretary

Place : Mumbai
Date : 27th May 2013

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	(AMOUNT IN ₹)	
	Year ended 31st March, 2013	Year ended 31st March, 2012
A Cashflow from operating activities		
Net profit / (Loss) before tax	50,515,001	34,132,020
Adjusted for Non cash / Non operating item		
Depreciation and amortization expense	23,915,197	18,800,890
Interest Expenses	28,277,030	15,306,521
Provision for doubtful debts / bad debts	627,200	42,226
Unrealised Exchange Loss / (Gain)	(2,438)	-
(Profit)/Loss on Sale of Fixed Asset	(312,627)	(175,499)
Interest income	(293,559)	(1,400,506)
Provision & Creditors written back	(853,989)	(91,182)
Operating Profit Before Working Capital changes	(a) 101,871,815	66,614,470
Adjustments for Increase/Decrease in Working Capital		
Decrease / (Increase) in Current Assets		
Trade Receivables	(145,896,512)	(105,177,714)
Other Current assets (Current & Non Current)	(45,502,569)	(13,256,074)
Loans & Advances	(6,191,401)	12,319,191
	(197,590,482)	(106,114,597)
Less : Decrease/(Increase) in Current Liabilities & Provisions	(19,949,622)	114,914,592
Net increase / (Decrease) in working Capital	(b) (217,540,104)	8,799,995
Cash Generated from/(used in) Operations	(a) + (b) (115,668,289)	75,414,465
Less: Tax paid	27,849,826	1,132,156
NET CASH FROM OPERATING ACTIVITIES	(A) (143,518,115)	74,282,309
B Cash flow from investing activities		
Additions to Fixed Assets	(29,050,692)	(89,756,539)
Shares in Subsidiary Co.(SRS Freight Management Ltd. (Formerly known as Haytrans (I) Ltd.)	-	(5,486,250)
Advance for Investment - Share application money	-	(12,800,000)
Sale of Fixed Assets	2,641,999	300,000
Interest income	233,472	1,400,506
NET CASH FROM INVESTING ACTIVITIES	(B) (26,175,221)	(106,342,283)
C Cash Flow from Financing Activities		
Proceeds / (Repayment) of Borrowings (Net)	147,902,237	133,958,540
Issue of Preference Shares	-	10,000,000
Repayment of Preference Shares	-	(10,000,000)
Preference Share Dividend including Dividend Distribution Tax	(1,885,641)	(23,664,256)
Particulars	Year ended 31st March, 2013	Year ended 31st March, 2012
Interest expenses	(27,091,482)	(15,306,521)
NET CASH FROM FINANCING ACTIVITIES	(C) 118,925,114	94,987,763
NET CHANGES IN CASH & CASH EQUIVALENTS	(A+B+C) (50,768,222)	62,927,789
Cash & Cash Equivalents - Opening balance	73,117,945	10,190,156
Add : Net change in Cash & Cash Equivalents as above	(50,768,222)	62,927,789
Cash & Cash Equivalents - Closing balance	22,349,723	73,117,945
Closing Cash & Cash Equivalents consist of (Refer Note 15)		
Cash on Hand	2,070,940	1,377,457
Balance with Banks in current accounts	20,278,783	71,740,488
TOTAL	22,349,723	73,117,945

Notes:

- The above statement has been prepared by indirect method.
- Cash and Cash equivalents include cash and bank balances except Margin money Deposits.

Summary of significant accounting policies

1

As per our report of even date

For and On behalf of the Board

FOR PKF SRIDHAR & SANTHANAMChartered Accountants
Firm Regn. No. 003990S**Ritesh Ramakrishnan**

Director

V Ramnarayan

Executive Director

Ramanarayanan J.Partner
Membership No. 220369**Pooja Karia**

Company Secretary

Place : Mumbai

Date : 27th May 2013

Place : Mumbai

Date : 27th May 2013

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

Corporate Information

Shreyas Relays Systems Limited (SRSL) is wholly owned subsidiary of Shreyas Shipping and Logistics Limited (SSL) a Bombay Stock Exchange & National Stock Exchange listed Company, founded in 1994. SRSL specialises in offering seamless, door-to-door, multi-modal transportation solutions incorporating the Road-Rail -Sea -Air routes. The Company acts as single point contact to meet all Supply Chain Management (SCM) activities of its clients.

1 Summary of significant accounting policies

Basis of Preparation & Use of Estimates

The Financial Statements are prepared under the historical cost convention on an accrual and going concern basis and materially comply with Accounting Standards (AS) as mandated by Rule 3 of the Companies (Accounting Standards) Rule 2006.

The preparation of financial statements requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) as of the date of financial statements and the reported income and expenses during the reporting period. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

a. Fixed Assets-Tangible & Intangible

Fixed Assets are stated at cost of acquisition less accumulated depreciation. Cost of acquisition is inclusive of freight, duties, levies and any directly attributable cost of bringing the assets to their working condition for intended use.

When assets are retired or otherwise disposed off, the cost of such assets and related accumulated depreciation are removed from the accounts. Any profit or loss on retirement or other disposal is reflected in the statement of Profit and Loss.

b. Depreciation

Tangible

Depreciation on Fixed Assets has been provided on straight line method at the rates and in the manner

prescribed in Schedule XIV to the Companies Act, 1956.

In respect of second hand Trailers, the depreciation rate is based on balance useful life derived from the rate specified in Schedule XIV to the Companies Act, 1956.

Depreciation on leasehold improvements is provided on the basis that the leases would be renewed consistent with past practice.

Where the cost of depreciable asset has undergone change due to increase/decrease in

- (a) Long term liability on account of exchange fluctuation.
- (b) Additions and major improvements forming an integral part of an asset, depreciation on such changes has been provided prospectively. Fixed assets individually costing up to ₹ 5000 are fully depreciated in the year of purchase.

Intangible

In respect of software, depreciation is provided at 33.33% on straight line method, which is higher than the rate prescribed in schedule XIV to the Companies Act, 1956.

c. Borrowing Costs:

Borrowing costs directly attributable to the acquisition / construction of the underlying qualifying fixed assets are capitalised as a part of the respective asset up to the date of acquisition / completion of construction.

d. Investments

Long term investments are carried at cost. Provision is made for diminution, other than temporary, in the value of such investments.

Current investments are valued at lower of cost and fair value determined on an individual investment basis.

e. Foreign Exchange Transactions

- a) Transactions in foreign currencies are recorded at standard exchange rates prevailing on the respective day of the relevant transactions. The realized exchange gains or losses are recognized in the statement of Profit and Loss.
- b) The exchange differences on repayment/translation of foreign currency liabilities contracted for acquisition of

fixed assets from a country outside India were added to / deleted from cost of the relevant fixed assets in terms of Schedule VI to the Companies Act 1956 upto 31st March,2007.

- c) The exchange differences arising on reporting of long term foreign currency monetary items (including those arising on settlement), in so far as they relate to acquisition of depreciable capital assets are adjusted to the cost of the capital asset with effect from 1st April 2007, in terms of Ministry of Corporate affairs Notification dated 31st March,2009 relating to Accounting Standard -11.
- d) Other Monetary Assets and Liabilities denominated in foreign currency are translated at the year end exchange rates. The resultant gain or loss on such translation is recognized in the statement of Profit and Loss.

f. Revenue Recognition

- a) All Income and expenditure are accounted for, on accrual basis other than interest on overdue invoices which is accounted on receipt basis.
- b) Operating Income represent Domestic Service income (which comprise of freight income from coastal shipping and other modes of inland transportation), trailer income, liner income (international cargo) and rail income. Income from Coastal movements & International cargo are recognized once the vessel sails from the port of loading , Rail income upon rail departing from the loading terminal and in case of trailer income upon material reaching destination.
- c) Dividend income is recognised only when the owner's right to receive payment is established.

g. Employee Benefits

The Company has a defined Contribution plan for Employees for Provident Fund and contributions made to the relevant authorities under this scheme are charged to the statement of Profit and Loss. Company has no other obligation except the monthly contributions.

Company has defined benefit plans namely gratuity and compensated absence, the liability for which is provided based on actuarial valuation determined under Projected Unit Credit method. Contributions under gratuity scheme are made to Life Insurance Corporation of India (LIC) in accordance with the terms of the policy taken under their Group Gratuity Scheme.

Actuarial gains / losses comprise experience adjustments and the effect of changes in actuarial assumptions and

are recognized immediately in the statement of Profit and Loss as Income / Expense.

Any other termination benefits are recognized as expenses immediately on the basis of actual expenses.

h. Taxation

Provision for tax is made as per Income Tax Act, 1961. Deferred tax resulting from difference between book and tax profit is accounted for at the current rate of tax, to the extent the timing differences are expected to crystallize. Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying value at each Balance Sheet date. When there are unabsorbed depreciation and carry forward losses as per Income Tax act, deferred tax assets are recognized only if there exists virtual certainty of their realization.

Minimum Alternative Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

i. Asset Impairment

The company reviews the carrying values of tangible and intangible assets for any possible impairment at each Balance Sheet date. Impairment loss, if any, is recognized in the year in which impairment takes place.

j. Leases

Assets acquired on lease where a significant portion of the risk and rewards of the ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to revenue.

k. Provisions and Contingent liabilities

Provisions are recognized when there is a present obligation as a result of past events where it is probable that there will be outflow of resource to settle the obligation and when a reliable estimate of the amount of the obligation can be made. When any such present obligation cannot be measured or where a realistic estimate of the obligation cannot be made, contingent liabilities are recognized.

Contingent liabilities are also recognized when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more certain future events not wholly within the control of the company.

NOTE 2 : SHARE CAPITAL**(AMOUNT IN ₹)**

Particulars	As At	As At
	31 March 2013	31 March 2012
AUTHORISED SHARE CAPITAL		
3,000,000 (March 12: 3,000,000) Equity Shares of ₹ 10/- each	30,000,000	30,000,000
1,000,000 (March 12: 1,000,000) Non-Convertible,Cumulative, Redeemable Preference Shares of ₹ 100/- each.	100,000,000	100,000,000
	130,000,000	130,000,000
ISSUED, SUBSCRIBED AND PAID UP		
Equity Shares		
2,500,000 (March,12: 2,500,000) Equity Shares of ₹ 10/- each fully Paid up (Fully held by Shreyas Shipping & Logistics Limited, the holding Company)	25,000,000	25,000,000
Preference Shares		
1,000,000 (March 12: 1,000,000), 9.5% Non-Convertible,Cumulative, Redeemable Preference Shares of ₹ 100/- each.	100,000,000	100,000,000
TOTAL	125,000,000	125,000,000

2 a. During the year, the Company has not issued/bought back any of the Equity Shares. Movement in respect of Preference Shares are given below

Particulars	31 March, 2013		31 March, 2012	
	Nos.	Amt.(₹)	Nos.	Amt.(₹)
At the beginning of the year	1,000,000	100,000,000	1,000,000	100,000,000
(+) Issued during the year**	-	-	1,000,000	100,000,000
(-) Redeemed during the year*	-	-	1,000,000	100,000,000
Outstanding at the end of the year	1,000,000	100,000,000	1,000,000	100,000,000

* Redemption of 1,000,000, 11% Non-Convertible,Cumulative, Redeemable Preference Shares of ₹ 100/- each fully paid up, Date of redemption : 28th March, 2012

** Preferential allotment of 1,000,000, 9.5% Non-Convertible,Cumulative, Redeemable Preference Shares of ₹ 100/- each fully paid up to Transworld Shipping & Logistics Ltd. and M/s Crescent Shipping Service (I) Ltd. Date of allotment:28th March, 2012 and redeemable on 1st April 2013. The holders of these preference shares have expressed their desire to postpone the redemption.

2 b. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10/- per share. The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the company , after distribuion of all preferential amounts. The distibution will be in proportion to the number of equity shares held by the shareholders.

2 c. Details of Shareholders holding more than 5% shares in the Company

	31 March, 2013		31 March, 2012	
	Nos.	% of Holding	Nos.	% of Holding
Equity Shares :- Shreyas Shipping & Logistics Ltd, Holding Company and its nominees	2,500,000	100%	2,500,000	100%
Preference Shares :- Transworld Shipping & Logistics Ltd.	500,000	50%	500,000	50%
Crescent Shipping Service (I) Ltd.	500,000	50%	500,000	50%

2 d. No bonus shares have been issued for last five years.

NOTE 3 : RESERVES AND SURPLUS**(AMOUNT IN ₹)**

Particulars	As At 31 March 2013	As At 31 March 2012
Surplus / (Deficit) in the statement of Profit and Loss		
As per last Balance Sheet	23,785,000	14,633,791
Add : Profit for the year	33,089,617	21,916,631
	56,874,617	36,550,422
Less: - Appropriations		
Dividend paid on Preference Shares	-	10,879,781
Tax on Interim Dividend Paid on Preference Shares	-	1,764,973
Proposed Dividend on Preference Shares	9,500,000	103,825
Tax on Proposed Dividend on Preference Shares	1,541,138	16,843
Proposed Dividend on Equity Shares	-	-
Tax on Proposed Dividend on Equity Shares	-	-
Net surplus in the statement of profit and loss	45,833,479	23,785,000
TOTAL	45,833,479	23,785,000

NOTE 4 : LONG-TERM BORROWINGS**(AMOUNT IN ₹)**

Particulars	As At 31 March 2013	As At 31 March 2012
Secured		
From Banks		
- Term Loan	93,374,695	95,987,021
	93,374,695	95,987,021
Less: Current Maturities of above loans disclosed under the Head "Other Current Liabilities" (Note No. 9)	30,165,683	22,776,417
TOTAL	63,209,012	73,210,604

a) Nature of security and terms of repayment for secured loan availed from Banks

- i) ICICI Bank - ₹ 65,488,877/- (March 31, 2012, ₹ 72,782,669/-) , is secured by hypothecation of specific trailers (40 nos.) . Repayable in equal monthly installments as per the repayment schedule for specific loan against the trailer.

Bank	No. of trailers	Repayable Terms - months	Interest Rates %	No. of Intallments outstanding as at 31.03.2013	Oustanding as at 31.03.13	Oustanding as at 31.03.12
ICICI Bank Ltd	5	47	9.75%	20	7,722,073	11,790,042
ICICI Bank Ltd	5	47	10.50%	23	8,214,422	11,920,626
ICICI Bank Ltd	5	47	10.70%	25	6,885,427	9,700,017
ICICI Bank Ltd	18	59	10.66%	39	27,998,118	34,857,326
ICICI Bank Ltd	2	59	11.10%	43	3,718,827	4,514,658
ICICI Bank Ltd	5	48	10.32%	42	10,950,010	-
Total	40				65,488,877	72,782,669

- ii) HDFC Bank - ₹ 27,885,818/- (March 31, 2012 ₹ 23,204,352/-), are secured by hypothecation of specific trailers (16 nos.) . Repayable in equal monthly installments as per the repayment schedule for specific loan against the trailer.

Bank	No. of trailers	Repyable Terms - months	Interest Rates %	No. of Intallments outstanding as at 31.03.2013	Oustanding as at 31.03.13	Oustanding as at 31.03.12
HDFC LTD	11	59	10.65%	39	17,087,881	23,204,352
HDFC LTD	5	48	10.25%	42	10,797,937	-
Total	16				27,885,818	23,204,352

- b) There have been no defaults in repayment of any of the loans or interest thereon as at the end of the year.

NOTE 5 : DEFERRED TAX LIABILITIES (NET)**(AMOUNT IN ₹)**

Particulars	As At 31 March 2013	As At 31 March 2012
Deferred Tax Liabilities		
Fixed Assets : Impact of difference between tax depreciation and depreciation & amortisation charged for the financial reporting	22,243,815	19,543,179
Other Timing Differences	-	380,160
Gross Deferred Tax Liabilities	22,243,815	19,923,339
Deferred Tax Assets		
Provision for doubtful debts	(275,336)	(194,501)
Share Issue Expenses	(25,956)	-
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purpose on payment basis.		
- Leave encashment	(2,179,671)	(1,395,318)
- Gratuity	(86,162)	-
Gross Deferred Tax Assets	(2,567,125)	(1,589,819)
Deferred Tax Liabilities (Net)	19,676,690	18,333,520

5a. Deferred Tax Assets and Deferred Tax Liabilities have been offset as they relate to the same governing taxation laws.

5b. The net increase during the period in the deferred tax liability of ₹ 13,43,170/- (previous year ₹ 41,08,822/-) has been debited to Statement of Profit & Loss.

NOTE 6 : LONG-TERM PROVISIONS**(AMOUNT IN ₹)**

Particulars	As At 31 March 2013	As At 31 March 2012
Provision for Employee Benefits :		
Gratuity Liabilities	265,564	1,171,706
Compensated Absence Liabilities	5,307,058	3,394,532
TOTAL	5,572,622	4,566,238

Disclosure required by AS 15 on 'Employees benefits' has been made in Note no. 24. Current portion of provision for Compensated Absence Liabilities is disclosed under note 10 - 'Short-Term Provisions'.

NOTE 7 : SHORT-TERM BORROWINGS**(AMOUNT IN ₹)**

Particulars	As At 31 March 2013	As At 31 March 2012
Secured :		
Working Capital Loan repayable on demand from banks (Refer footnote a) (11.5% p.a. Working Capital loan from Karur Vysya Bank)	199,088,387	121,194,262
Unsecured :		
Loan from Shreyas Shipping & Logistics Limited, the Holding Company, repayable on demand (13.75% p.a. - 14.25% p.a)	71,066,993	-
Loan from HDFC - Lost Trailer (Refer footnote b)	1,553,445	-
TOTAL	271,708,825	121,194,262

Footnotes :**a) Nature of security and terms of repayment for secured loan availed from Banks**

Working capital loan from banks, repayable on demand, are secured by charge over the entire current assets of the company (Cover period of Book Debts 90 Days) , Corporate guarantee from Shreyas Shipping & Logistics Limited , the Holding company and collateral security of containers.

b) Loan taken from HDFC with respect to lost trailer has been reclassified from secured long term borrowing to unsecured short term borrowings. Company has lodged insurance claims with the insurer and is due for settlement directly with the bank.

NOTE 8 : TRADE PAYABLES
(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
Sundry Creditors for Trade :		
Due to Micro and Small Enterprises (excluding Interest)	-	-
Due to Others	178,684,317	196,779,391
TOTAL	178,684,317	196,779,391

a) Disclosure under Micro, Small and Medium Enterprise Development Act, 2006.

Particulars	2012-2013	2011-2012
(a) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;	Interest ₹ 20,952	Interest ₹ 20,952
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
(c) The 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 year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	Nil	Nil
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	₹ 20,952	₹ 20,952
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	₹ 20,952	₹ 20,952

NOTE 9 : OTHER CURRENT LIABILITIES
(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
Current Maturities of Long Term Borrowings (Note 4) (Secured term loans from banks)	30,165,683	22,776,417
Unfinished Voyage Income	-	3,721,000
Other Liabilities		
- Statutory Liabilities	4,446,948	10,610,780
- Other Liabilities (including interest payable of ₹ 20,952 for Micro, Small and Minimum Enterprises - Refer Note 8)	6,869,010	20,951
TOTAL	41,481,641	37,129,148

NOTE 10: SHORT-TERM PROVISIONS
(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
Provision for Employee Benefits*		
Compensated Absence Liabilities	1,410,991	906,029
Gratuity	-	-
Other Provisions		
Proposed Preference Dividend	9,500,000	103,825
Proposed Preference Dividend Distribution Tax	1,541,138	16,843
Dividend distribution tax on Preference share redeemed	-	1,764,973
TOTAL	12,452,129	2,791,670

* Disclosure required by AS 15 on 'Employees benefits' has been made in Note no. 24.

NOTE 11 : FIXED ASSETS**(AMOUNT IN ₹)**

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	COST AS AT 01.04.2012	ADDITIONS	DEDUCTION/ ADJUSTMENTS	COST AS AT 31.03.2013	AS AT 01.04.2012	FOR THE YEAR	DEDUCTION/ ADJUSTMENTS	AS AT 31.03.2013	AS AT 31.03.2013	AS AT 31.03.2012
CONTAINERS	167,295,510	-	115,238	167,180,272	43,090,393	7,758,998	39,196	50,810,195	116,370,077	124,205,117
FURNITURE & FIXTURES	4,457,813	732,015	37,946	5,151,882	1,081,530	408,566	37,946	1,452,150	3,699,732	3,376,283
COMPUTERS	4,071,764	3,081,006	-	7,152,770	1,713,613	863,036	-	2,576,649	4,576,121	2,358,151
OFFICE EQUIPMENTS	3,063,458	509,796	83,475	3,489,779	403,326	214,449	10,078	607,697	2,882,082	2,660,132
TRAILER (COMMERCIAL VEHICLE)	117,573,027	24,623,529	4,516,452	137,680,104	12,197,358	14,510,835	2,336,519	24,371,674	113,308,430	105,375,669
MOTOR VEHICLE	1,245,136	104,346	-	1,349,482	143,421	123,366	-	266,787	1,082,695	1,101,715
MACHINERY	18,000	-	-	18,000	1,275	1,273	-	2,548	15,452	16,725
TANGIBLE ASSET (A) As on 31.03.2013	297,724,708	29,050,692	4,753,111	322,022,289	58,630,916	23,880,523	2,423,739	80,087,700	241,934,589	239,093,792
TANGIBLE ASSET (A) As on 31.03.2012	192,922,716	104,975,203	173,211	297,724,708	39,900,822	18,778,804	48,710	58,630,916	239,093,792	153,021,894
SOFTWARE	104,175	-	-	104,175	22,086	34,674	-	56,760	47,415	82,089
INTANGIBLE ASSET (B) As on 31.03.2013	104,175	-	-	104,175	22,086	34,674	-	56,760	47,415	82,089
INTANGIBLE ASSET (B) As on 31.03.2012	-	104,175	-	104,175	-	22,086	-	22,086	82,089	-
TOTAL (A+B) As on 31.03.2013	297,828,883	29,050,692	4,753,111	322,126,464	58,653,002	23,915,197	2,423,739	80,144,460	241,982,004	239,175,881
TOTAL (A+B) As on 31.03.2012	192,922,716	105,079,378	173,211	297,828,883	39,900,822	18,800,890	48,710	58,653,002	239,175,881	

(a) Deduction/adjustments from gross block and depreciation / amortisation for the year includes:

	Gross Block		Depreciation / Amortisation	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
Disposal of assets	2,568,927	158,861	2,190,709	48,600
Retirement of assets	2,184,184	14,350	233,030	110
	4,753,111	173,211	2,423,739	48,710

NOTE 12 : NON-CURRENT INVESTMENTS**(AMOUNT IN ₹)**

Particulars	As At 31 March 2013	As At 31 March 2012
Non-Trade Investments Unquoted (Valued at Cost unless stated otherwise)		
Investments in Subsidiary :		
10,450 equity shares of ₹ 100/- fully paid up in SRS Freight Management Ltd. (Formerly known as Haytrans (I) Ltd.) (Refer footnote a & b)	5,486,250	5,486,250
25,600, 8% Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- fully paid up in SRS Freight Management Ltd. (Formerly known as Haytrans (I) Ltd.) (Refer footnote c)	12,800,000	-
Advance for Investment - Share Application Money (Refer footnote c)	-	12,800,000
TOTAL	18,286,250	18,286,250

Footnotes :

- Investment has been valued considering the significant accounting policy disclosed in note no. 1 (d) to these financial statements.
- The Company's subsidiary, SRS Freight Management Ltd. (Formerly known as Haytrans (I) Ltd.) has incurred a loss of ₹ 5,350,713/- for the year ended 31st March 2013 & accumulated loss of ₹ 26,574,274 as on 31st March 2013, but has a positive net worth of ₹ 1,409,565/- as at 31st March 2013. In view of the long term plans for leveraging the strength of this company in logistics business, diminution in value is considered as temporary and hence no provision is made.
- SRS Freight Management Ltd. (Formerly known as Haytrans (I) Ltd.) has issued 25,600, 8% Cumulative, Redeemable Preference Shares of ₹ 100 each fully paid up at premium of ₹ 400 per share on 28th Sep, 2012 in lieu of share application money paid, which is convertible to equity shares at price of ₹ 500 per equity share including premium of ₹ 400 per equity share or redeemable at ₹ 604 per share including premium of ₹ 504 per share, at the option of preference shareholders, after a period of 36 months from the date of allotment.

NOTE 13: OTHER NON-CURRENT ASSETS**(AMOUNT IN ₹)**

Particulars	As At	As At
	31 March 2013	31 March 2012
Advance Income Tax [Net of provision of ₹ 29,844,682 /- (March 31, 2012: ₹ 28,725,101/-)]	23,665,268	5,907,157
MAT Credit Entitlement	10,359,283	16,349,782
Deposits *	8,249,433	4,475,233
TOTAL	42,273,984	26,732,172

* Deposit includes Deposit with Custom, ₹ 35,188/- (March 31, 2012 : ₹ 17,523/-). Margin Money Deposit held as lien by bank against bank guarantee ₹ 3,151,234/- (March 31, 2012 : ₹ 2,773,145/-)

NOTE 14 : TRADE RECEIVABLES**(AMOUNT IN ₹)**

Particulars	As At	As At
	31 March 2013	31 March 2012
Unsecured		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good	9,283,548	563,551
Considered doubtful	848,624	599,481
Others		
Considered Good	352,820,642	216,271,327
Considered doubtful	-	-
	362,952,814	217,434,359
Less: Provision for doubtful debts (Refer Note no. 28)	848,624	599,481
TOTAL	362,104,190	216,834,878

NOTE 15 : CASH & BANK BALANCES**(AMOUNT IN ₹)**

Particulars	Current	
	As At	As At
	31 March 2013	31 March 2012
Cash & Cash equivalents		
Balances with Banks		
- Current Accounts	20,278,783	71,740,488
Cash on Hand	2,070,940	1,377,457
	22,349,723	73,117,945
TOTAL	22,349,723	73,117,945

NOTE 16 : SHORT-TERM LOANS & ADVANCES**(AMOUNT IN ₹)**

Particulars	As At	As At
	31 March 2013	31 March 2012
Unsecured considered good, unless otherwise stated		
Loans and advances to related parties		
- Considered good	2,736,592	1,020,656
- Considered doubtful	-	-
Less: Allowance for doubtful loans and advances	-	-
Other Loans & Advances		
Prepaid Expenses	7,012,642	3,884,767
Deferred Containers Reposition Expenses	-	-
Prepaid Gratuity	-	-
Gratuity Fund with LIC	-	-
Others*	13,975,697	12,628,107
TOTAL	23,724,931	17,533,530

*Others include Earnest money deposit ₹ 850,000/- (P.Y. ₹ 3,151,000/-)

NOTE 17 : OTHER CURRENT ASSETS**(AMOUNT IN ₹)**

Particulars	As At 31 March 2013	As At 31 March 2012
Income accrued	38,780,742	9,340,818
Claims Receivable	3,583,557	1,768,359
Unfinished Job Expenses	10,533,334	-
TOTAL	52,897,633	11,109,177

NOTE 18 : REVENUE FROM OPERATIONS**(AMOUNT IN ₹)**

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Sales of Services #		
Domestic Service Income	1,730,601,676	1,217,892,791
Liner Income	216,605,189	123,848,027
Trailer Income	562,369,497	302,581,708
Rail Domestic Income	161,235,026	73,426,208
Warehouse Income	1,660,200	1,932,793
Freight Forwarding Income	18,470,225	-
Air Domestic Income	-	460,850
TOTAL	2,690,941,813	1,720,142,377

Service tax amount not included in turnover.

NOTE 19 : OTHER INCOME**(AMOUNT IN ₹)**

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Interest on Income Tax Refund	-	1,348,995
Profit on sale of Assets (Net)	312,627	175,499
Sundry Creditors Written Back	853,989	91,182
Interest on bank deposit (Gross)	293,559	51,511
Other Income	26,650	43,326
Excess Provision for Doubtful Debts No Longer Required-Written back	-	20,000
TOTAL	1,486,825	1,730,513

NOTE 20 : OPERATION COST**(AMOUNT IN ₹)**

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Ocean Freight Charges	1,071,735,326	763,811,900
Trailer Expenses	555,204,518	292,545,989
Terminal Handling Charges Domestic	252,508,504	205,699,655
Transportation Expenses	197,730,056	110,421,325
Rake Expenses	153,094,091	65,274,603
Terminal Handling Charges Liner	72,276,464	49,002,633
Container Lease Rent	80,768,276	38,500,530
Freight Forwarding Expenses	17,149,702	-
Other Domestic Expenses	32,535,660	32,413,228
Other Liner Expenses	12,378,867	2,088,874
Agency Fees	5,523,685	2,981,718
Godown Rent	1,796,008	2,235,120
Container/Cargo Insurance	1,516,461	1,528,200
Brokerage / Commission	(136,316)	394,077
Air domestic Expenses	-	379,645
TOTAL	2,454,081,302	1,567,277,497

NOTE 21 : EMPLOYEE BENEFIT EXPENSE**(AMOUNT IN ₹)**

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Salaries and Bonus	64,513,969	37,830,352
Contribution to Provident Fund and other funds	4,884,565	3,981,366
Staff Welfare	9,155,970	5,578,242
TOTAL	78,554,504	47,389,960

Disclosure required by AS 15 in respect of provision made towards various Employees benefits is made in Note no. 24.

NOTE 22 : FINANCE COSTS**(AMOUNT IN ₹)**

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Interest on loan		
From Banks	27,091,482	15,306,521
From Holding Company	1,185,548	-
TOTAL	28,277,030	15,306,521

NOTE 23 : OTHER EXPENSE**(AMOUNT IN ₹)**

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Bad debts W/off	378,057	1,703,741
Less: Charged to provision for doubtful debts	(378,057)	(1,641,515)
	-	62,226
Professional & Consultancy Fees	10,045,471	10,274,081
Rent	8,126,874	5,184,393
Travelling and Conveyance	10,327,949	4,379,672
Repairs and Maintenance	4,319,744	2,920,926
Rates and Taxes	2,594,828	1,978,394
Communication Expenses	3,334,665	1,944,409
Vehicle Lease Rent	2,378,194	1,509,000
Printing & Stationery	2,125,543	1,311,129
Audit Fees (Refer details below)	1,936,193	1,130,936
Electricity Expenses	1,427,241	1,045,853
Insurance Expenses	733,365	350,976
Provision for Doubtful Debts	627,200	-
Loss on exchange Rate Variation (Net)	450,470	241,864
Director Sitting Fees	544,272	225,500
Donation	1,000,000	200,300
Gifts & Presents	101,713	10,350
Loss on Sale / Discard of Assets (Net)	-	-
Miscellaneous Expenses	7,011,882	6,195,993
TOTAL	57,085,604	38,966,002

A) PAYMENT TO AUDITORS**(AMOUNT IN ₹)**

Particulars	Year Ended 31 March 2013	Year ended 31 March 2012
i) As Auditors (including Service Tax)	1,348,320	898,880
ii) In other capacity (including Service Tax)		
a) Tax Audit Fees	168,540	168,540
b) Fees for Certification	151,686	51,090
iii) Out of Pocket Expenses	267,647	12,426

24. Gratuity Benefits**(AMOUNT IN ₹)****(a) Description of the Gratuity Plan:**

The Company provides for gratuity a defined benefit retirement plan covering eligible employees. Gratuity plan provides for a lump sum payment to employees on retirement, death, incapacitation, termination of employment, of amounts that are based on salaries and tenure of the employees.

(b) Amount recognized in the Balance Sheet and movements in net liability:**(AMOUNT IN ₹)**

Particulars	31-Mar-2013	31-Mar-2012
Present Value of Funded Obligations	6,391,470	4,428,138
Fair Value of Plan Assets	(6,125,906)	(3,256,432)
Amount not Recognized as an Asset (limit in Para 59(b))	-	-
Net Liability / (Asset) recognized in the Balance Sheet	265,564	1,171,706

Gratuity liability is funded with Life Insurance Corporation of India (LIC) and the above net liability represents the excess of the liability as per actuarial valuation over the fair value of gratuity funds with LIC.

The fair value of the plan assets does not include the Company's own financial instruments.

The net liability is grouped under " Note -6: Long-Term Provisions".

(c) Expenses recognized in the Statement of Profit & Loss**(AMOUNT IN ₹)**

Particulars	2012-2013	2011-2012
Current Service Cost	595,297	344,113
Interest on Defined Benefit Obligation	407,649	265,288
Expected Return on Plan Assets	(260,482)	(313,200)
Net Actuarial Losses / (Gains) Recognized in the year	1,457,750	1,850,123
Past Service Cost	-	-
Losses / (Gains) on "Curtailements & Settlements"	-	-
Effect of the limit in Para 59(b)	-	(82,387)
Total	2,200,214	2,063,937

*The Actual Return on Plan Assets is ₹ 46,451 (Previous Year ₹ -8,11,402).

(d) Reconciliation of Benefit Obligation & Plan assets for the Period**Change in Defined Benefit Obligation****(AMOUNT IN ₹)**

Particulars	31-Mar-2013	31-Mar-2012
Opening Defined Benefit Obligation	4,428,138	3,093,216
Current Service Cost	595,297	344,113
Interest Cost	407,649	265,288
Actuarial Losses / (Gain)	1,243,719	725,521
Past Service Cost	-	-
Actuarial Losses / (Gain) due to Curtailment	-	-
Liabilities Extinguished on Settlements	-	-
Liabilities Assumed on Acquisition / (settled on Divestiture)	-	-
Exchange Difference on Foreign Plans	-	-
Benefits Paid	(283,333)	-
Closing Defined Benefit Obligation	6,391,470	4,428,138

Change in Fair Value of Assets
(AMOUNT IN ₹)

Particulars	31-Mar-2013	31-Mar-2012
Opening Fair Value of Plan Assets	3,256,432	4,067,834
Expected Return on Plan Assets	260,482	313,200
Actuarial Gain / (Losses)	(214,031)	(1,124,602)
Assets Distributed on Settlements	-	-
Contributions by Employer	3,106,356	-
Assets Acquired on Acquisition / Distributed on Divestiture	-	-
Exchange Difference on Foreign Plans	-	-
Benefits Paid	(283,333)	-
Sub Total	6,125,906	3,256,432
Amount not recognized as per asset (Limit para 59(b))	-	-
Closing Fair Value of Plan Assets	6,125,906	3,256,432
Expected Employer's Contribution Next Year	1,000,000	1,000,000

(e) Actuarial Assumptions at the Valuation date
(AMOUNT IN ₹)

Particulars	2012-2013	2011-2012
Discount Rate	7.95% p.a.	8.60% p.a.
Expected Rate of Return on Plan Assets*	7.50% p.a.	7.50% p.a.
Salary Escalation Rate	7.00% p.a.	7.00% p.a.

* This is based on expectation of the average long term rate of return expected on investments of the Fund during the estimated term of the obligations.

(f) Descriptions of the Plan Assets
(AMOUNT IN ₹)

Category of Assets	2012-2013	2011-2012
Government of India Securities	0%	0%
Corporate Bonds	0%	0%
Special Deposit Scheme	0%	0%
Insurer Managed Funds	100%	100%
Others	0%	0%
Total	100%	100%

(g) Experience Adjustments
(AMOUNT IN ₹)

Particulars	2012-2013	2011-2012	2010-2011	2009-2010
Defined Benefit Obligation	6,391,470	4,428,138	3,093,216	2,531,615
Plan Assets	6,125,906	3,256,432	4,067,834	3,142,611
Surplus / (Deficit)	(265,564)	(1,171,706)	974,618	610,996
Exp. Adj. on Plan Liabilities	790,237	1,044,504	180,954	(403,506)
Exp. Adj. on Plan Assets	(214,031)	(1,124,602)	25,880	(2,152)

(B) Privileged Leave Encashment (Compensated Absences for Employees)

- The Company permits encashment of privileged leave accumulated by their employees on retirement, separation and during the course of service. The liability for unexpired leave is determined and provided on the basis of actuarial valuation at the Balance Sheet date. The privileged leave liability is not funded.

(a) Actuarial Assumptions at the Valuation date
(AMOUNT IN ₹)

Particulars	2012-2013	2011-2012
Discount Rate	7.95% p.a.	8.60% p.a.
Salary Escalation Rate	7.00% p.a.	7.00% p.a.

(b) Amount recognized in Balance Sheet & movements in net liability:
(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Opening balance of present value of Compensated Absences {after adjustment of Opening Valuation} (X)	4,300,561	2,426,303
Closing balance of present value of Compensated Absences (Y)		
Current liability	1,410,991	906,029
Non-current liability	5,307,058	3,394,532
	6,718,049	4,300,561
Movement in Net Liability (X-Y)	(2,417,488)	(1,874,258)

(c) Payments made under defined contribution scheme.
(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Contribution to Provident Fund	3,175,457	1,917,429

25. a) Foreign Currency exposures not hedged by derivative instrument or otherwise: (AMOUNT IN US DOLLAR)

Particulars	As at 31 st March 2013	As at 31 st March 2012
a) Receivables	391,068	105,374
b) Payables	320,858	34,336

b) There are no derivatives as at 31st March, 2013 (2012 : NIL).
26. Contingent Liabilities
(AMOUNT IN ₹)

Particulars	As at 31 st March, 2013	As at 31 st March, 2012
a) On account of disputes in respect to sales tax/VAT	441,889	-
b) Estimated amount of contracts on Capital Account not provided for	NIL	NIL
c) Claims against the Company not acknowledged as debts	NIL	NIL

27. Segment Reporting

a) The company's business is only in one segment, namely, Logistics.

b) Geographical Segmentwise Revenue (Based on Location of customers)

(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
In India	2,586,257,330	1,677,139,443
In Pakistan	36,162,950	24,780,329
Rest of World	68,521,533	18,222,605
TOTAL REVENUE	2,690,941,813	1,720,142,377

28. Provision for Doubtful Debts
(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Opening Provision	599,481	2,260,996
Add: Provision made during the Year	627,200	-
	1,226,681	2,260,996
Less: Bad Debts	378,057	1,661,515
Closing Balance	848,624	599,481

29. Related Party Transactions (refer Annexure I)
30. Accounting for Lease

- The Company has taken Containers on Cancellable Operating Lease and the lease rental of ₹ 80,768,206/- (P.Y ₹ 38,500,530/-) is charged to the Statement of Profit & Loss.
- The Company has taken Vehicles on Cancellable Operating Lease and the lease rental of ₹ 2,378,194/- (P.Y ₹ 1,509,000/-) is charged to the Statement of Profit & Loss.
- The Company has taken Offices on Cancellable as well as Non-Cancellable Operating Lease basis and the lease rental of ₹ 8,126,874/- (P.Y ₹ 5,184,393/-) is charged to the Statement of Profit & Loss.

The minimum future lease rentals payable in respect of non-cancellable lease period are as follow : **(AMOUNT IN ₹)**

Particulars	As at 31 st March 2013	As at 31 st March 2012
Not later than one year	1,215,000	4,830,000
Later than one year but not later than five years	130,191	1,345,191
Later than five years	Nil	Nil

31. Working for Earnings per Share
(AMOUNT IN ₹)

Particulars	Year ended 31 st March 2013	Year ended 31 st March 2012
Weighted average number of Equity shares	2,500,000	2,500,000
Nominal value Per Share	₹ 10/-	₹ 10/-
Profit/(Loss) after Tax	33,089,617	21,916,631
(Less) : Preference Dividend (including Dividend Distribution Tax)	(11,041,138)	(12,765,422)
Adjusted Balance for Calculation of EPS	22,048,479	9,151,209
Earnings Per Share (Basic & Diluted)	₹ 8.82	₹ 3.66

32. Value of Imports calculated on CIF basis
(AMOUNT IN ₹)

Particulars	Year ended 31 st March, 2013	Year ended 31 st March, 2012
Capital Goods	NIL	257,250

33. Other disclosures
(AMOUNT IN ₹)

Particulars	Year ended 31 st March, 2013	Year ended 31 st March, 2012
Expenditure in foreign currency: Others *	114,362,538	38,466,000
Earnings in foreign exchange: Export of services	104,684,483	43,002,934

* Others include operating and other expenditure, container lease rentals, subscriptions etc.

34. Prior period comparatives

Prior year figures have been reclassified / regrouped wherever necessary to confirm to the current year's classification.

As per our report of even date

For and On behalf of the Board

FOR PKF SRIDHAR & SANTHANAM

 Chartered Accountants
 Firm Regn. No. 003990S

Ritesh Ramakrishnan

Director

V Ramnarayan

Executive Director

Ramanarayanan J.

 Partner
 Membership No. 220369

Pooja Karia

Company Secretary

Place : Mumbai

 Date : 27th May 2013

Place : Mumbai

 Date : 27th May 2013

Annexure I
RELATED PARTY TRANSACTIONS
(AMOUNT IN ₹ 000)

TRANSACTION	Holding Company*	Subsidiary Company*	Fellow subsidiary	Other Related Party*	Key Management personnel*	Total for the year ended 31.03.13	Total for the year ended 31.03.12
Service / freight/thc income received (liner Income)							
Albatross Shipping Ltd.	-	-	-	1,697.47	-	1,697.47	-
SRS Freight Management Ltd.	-	4,760.79	-	-	-	4,760.79	-
TLPL Shipping & Logistics Pvt. Ltd.	-	-	-	166.91	-	166.91	-
Clarion Solutions Pvt. Ltd.	-	-	-	-	-	-	110,364.32
Agency Fees /commission & brokerage							
Relay Shipping Agency Ltd.	-	-	-	221.25	-	221.25	222.97
Albatross Shipping Ltd.	-	-	-	2.43	-	2.43	3.97
Clarion Shipping Pvt. Ltd. - Colombo	-	-	-	1,444.42	-	1,444.42	697.42
Clarion Solutions Pvt. Ltd.	-	-	-	-	-	-	891.78
Rent paid							
Sivaswamy Holdings Pvt. Ltd.	-	-	-	5,931.93	-	5,931.93	3,639.78
Transworld Shipping & Logistics Ltd.	-	-	-	393.48	-	393.48	239.24
Container repair charges paid							
Admec Logistics Ltd.	-	-	-	7,567.84	-	7,567.84	5,488.60
Container onhire charges paid							
Transworld GLS SDN BHD, Malaysia	-	-	-	4,727.03	-	4,727.03	-
Shreyas Shipping & Logistics Ltd.	1,510.59	-	-	-	-	1,510.59	-
Container lease rent paid							
Balaji Shipping Lines FZCO	-	-	-	-	-	-	353.61
Transportation charges paid							
Admec Logistics Ltd.	-	-	-	13,720.81	-	13,720.81	11,316.47
Clarion Solutions Pvt. Ltd.	-	-	-	-	-	-	2,440.26
Slot charges paid							
Shreyas Shipping & Logistics Ltd.	1,112,375.64	-	-	-	-	1,112,375.64	824,234.04
Orient Express Lines FZCO	-	-	-	33,617.23	-	33,617.23	10,764.85
Orient Express Lines (Singapore) Pte Ltd.	-	-	-	487.57	-	487.57	23.09
Balaji Shipping Lines FZCO	-	-	-	1,122.25	-	1,122.25	-
Other income received							
Albatross Shipping Ltd.	-	-	-	9.65	-	9.65	-
Albatross Inland Ports Pvt. Ltd.	-	-	-	38.76	-	38.76	-
Relay Shipping Agency Ltd.	-	-	-	-	-	-	306.44
Clarion Solutions Pvt. Ltd.	-	-	-	-	-	-	9,795.06
Trailer Income							
SRS Freight Management Ltd.	-	94.80	-	-	-	94.80	1,168.00
Clarion Solutions Pvt. Ltd.	-	-	-	51.00	-	51.00	-
Albatross Shipping Ltd.	-	-	-	86.25	-	86.25	55.00
Transworld Shipping & Logistics Ltd.	-	-	-	27.44	-	27.44	-
TLPL Logistics Pvt. Ltd.	-	-	-	84.50	-	84.50	-
Admec Logistics Ltd.	-	-	-	-	-	-	1,821.95
Clarion Solutions Pvt. Ltd.	-	-	-	-	-	-	24,446.51
Relay Shipping Agency Ltd.	-	-	-	-	-	-	270.00
Trailer Expenses (Management Fees)							
Admec Logistics Ltd.	-	-	-	-	-	-	933.20

Annexure I

RELATED PARTY TRANSACTIONS

(AMOUNT IN ₹ 000)

TRANSACTION	Holding Company*	Subsidiary Company*	Fellow subsidiary	Other Related Party*	Key Management personnel*	Total for the year ended 31.03.13	Total for the year ended 31.03.12
Investments made							
Haytrans (India) Ltd.	-	-	-	-	-	-	18,286.25
Redeemable Preference Shares allotted							
Crescent Shipping Agency (I) Ltd.	-	-	-	-	-	-	50,000.00
Transworld Shipping & Logistics Ltd.	-	-	-	-	-	-	50,000.00
Redeemable Preference Shares purchased							
Shreyas Shipping & Logistics Ltd.	-	-	-	-	-	-	100,000.00
Dividend paid on pref.shares							
Crescent Shipping Agency (I) Ltd.	-	-	-	51.91	-	51.91	-
Transworld Shipping & Logistics Ltd.	-	-	-	51.91	-	51.91	-
Shreyas Shipping & Logistics Ltd.	-	-	-	-	-	-	21,879.78
Interest on unsecured Loan							
Shreyas Shipping & Logistics Ltd.	1,185.55	-	-	-	-	1,185.55	-
Vehicle Lease Rent							
Mrs. Saraswati R	-	-	-	600.00	-	600.00	-
Loan received							
Shreyas Shipping & Logistics Ltd.	70,000.00	-	-	-	-	70,000.00	18,500.00
Loan repayment							
Shreyas Shipping & Logistics Ltd.	-	-	-	-	-	-	71,000.00
Donation							
Valli & Sivaswamy Memorial Charitable Trust	-	-	-	1,000.00	-	1,000.00	200.00
Purchase of Fixed Assets							
Admec Logistics Ltd.	-	-	-	-	-	-	5.00
Balaji Shipping Lines FZCO	-	-	-	-	-	-	248.00
Shreyas Shipping & Logistics Ltd.	-	-	-	-	-	-	126.51
SRS Freight Management Ltd.	-	-	-	-	-	-	6.76
Office Equipments sold							
Albatross Shipping Ltd.	-	-	-	7.50	-	7.50	-
Meridian Shipping Agency Pvt. Ltd.	-	-	-	7.50	-	7.50	-
Transworld Shipping & Logistics Ltd.	-	-	-	7.50	-	7.50	-
S.Varadarajan (CEO)							
Salary	-	-	-	-	4,590.22	4,590.22	-
Subscription	-	-	-	-	9.25	9.25	-

NOTE:

- Figure have been adjusted for exchange rate variations.
- Reimbursement of expenses incurred by / to Group Companies is not included here.
- Managerial remuneration excludes provision for gratuity and compensated absences since these are provided on the basis of actuarial valuation for the company as a whole.

(AMOUNT IN ₹ 000)

Nature of balance	Holding Company*	Subsidiary Company*	Fellow subsidiary	Other Related Party*	Key Management personnel*	Total as at 31.03.2013	Total as at 31.03.2012
Debit balance due to company	-	1,907.31	-	263.75	-	2,171.06	1,571.22
Credit balance due from company	167,919.84	-	-	4,882.84	-	172,802.68	136,370.09
Investments made	-	18,286.25	-	-	-	18,286.25	18,286.25

* Names of Related parties & Nature of relationship

Nature of relationship	Name of the related party
Holding Company	Shreyas Shipping & Logistics Ltd.
Subsidiary Company	SRS Freight Management Ltd. (Formerly known as Haytrans (India) Ltd.)
Key Management Personnel	Mr. S. Ramakrishnan (Chairman) Mr. V. Ramnarayan (Director) Mr. S. Varadarajan (CEO)
Relatives of Key Management Personnel	Mrs. Geeta Ramakrishnan Mr. Ritesh S. Ramakrishnan Ms. Anita Ramakrishnan Mr. S. Mahesh Mrs. Mala Mahesh Mr. Murali Mahesh Ms. Mithila Mahesh Mrs. Brinda Ramnarayan Mr. Rajan Ramnarayan Mr. Rajiv Ramnarayan Mrs. Saraswati R
Other related parties	Admec Logistics Ltd. Albatross Inland Ports Pvt Ltd. Albatross Shipping Ltd. Balaji Shipping Lines FZCO Clarion Shipping Pvt. Ltd. - Colombo Clarion Solutions Pvt. Ltd. Crescent Shipping Agency (India) Ltd. Meridian Shipping Agency Pvt. Ltd. Orient Express Lines FZCO Orient Express Lines (Singapore) Pte Ltd. Relay Shipping Agency Ltd. Sivaswamy Holdings Pvt. Ltd. TLPL Shipping & Logistics Pvt. Ltd. TLPL Logistics Pvt. Ltd. Transworld GLS SDN BHD, Malaysia Transworld Shipping & Logistics Ltd. Valli & Sivaswamy Memorial Charitable Trust

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956

Particulars	SRF FREIGHT MANAGEMENT LTD. (Formerly Known As HAYTRANS (INDIA) LTD.
1. The relevant Financial Year of the Subsidiary ends on	31 st March, 2013
2. No. of shares held as on 31 st March, 2013	10,450 Equity shares of ₹ 100 each fully paid-up
3. Extent of holding as on 31 st March, 2013	51.10%
4. The Net aggregate of Profit / (Loss) of subsidiary so far as they concern the members of the Co.	
(A) Dealt with in the accounts of company for the year ended 31 st March, 2013	-
(B) Not dealt with in the accounts of company for the year ended 31 st March, 2013	(5,350,713)
5. The Net aggregate of Profit / (Loss) of previous financial year of the subsidiary, since it became subsidiary so far as they concern members of the Co.	
(A) Dealt with in the accounts of company	-
(B) Not dealt with in the accounts of company	2,451,208

Summary of significant accounting policies

The accompanying notes form an integral part of the financial statement.

As per our report of even date

FOR PKF SRIDHAR & SANTHANAM
 Chartered Accountants
 Firm Regn. No. 003990S

Ritesh Ramakrishnan
 Director

V Ramnarayan
 Executive Director

Ramanarayanan J.
 Partner
 Membership No. 220369

Place : Mumbai
 Date : 27th May 2013

Directors' Report

Your Directors are pleased to present the 33rd Annual Report and the Audited Accounts of the Company for the financial year ended 31st March 2013.

FINANCIAL PERFORMANCE

	(Amount in ₹)	
	Current year ended 31.03.2013	Previous year ended 31.03.2012
Income	179,579,024	137,012,433
Expenditure	184,929,737	134,539,225
Profit Before Tax	(53,50,713)	2,473,208
Less: Earlier year Expenses/Exceptional Item	--	--
Less: Provision for Taxation	---	22,000
Profit After Tax	(53,50,713)	2,451,208

DIVIDEND

Your Directors do not recommend any Dividend for the financial year 2012-13.

REVIEW OF OPERATIONS

During the year under review, the name of the company is changed from Haytrans (India) Limited to SRS Freight Management Limited w.e.f 19th March, 2013. Your company, Subsidiary of Shreyas Shipping and Logistics Limited and Shreyas Relay Systems Limited - is engaged in the field of Freight Forwarding. The main segments handled by Company are:

1. Air Import / Export
2. Sea Import / Export
3. Custom House Agent.

In the field of Freight Forwarding, the Company offers door to door services through its wide spread agency network world wide, to various Government as well as Private Sector clients. The Company is engaged with Government clients like National Chemical Laboratories, National Institute of Virology and various other clients on a annual contract basis to provide above stated services.

FIXED DEPOSITS

The Company has not accepted fixed deposits from the public during the year under review.

HOLDING COMPANY

Your Company continues to be subsidiary of Shreyas Relay Systems Limited as defined under Section 4(1)(b).

Your Company continues to be subsidiary of Shreyas Shipping and Logistics Limited as defined under Section 4(1)(c) of the Companies Act, 1956 as Shreyas Relay Systems Limited is wholly owned subsidiary of Shreyas Shipping & Logistics Limited.

SUBSIDIARY COMPANY

The Company has no subsidiary company during the year under review.

COMPLIANCE CERTIFICATE

Your Directors wish to state that pursuant to Section 383A of the Companies Act, 1956, the Company has obtained requisite Certificate from a Company Secretary in whole time practice.

DIRECTORS

In accordance with the Articles of Association of the Company and the relevant provisions of the Companies Act, 1956, Mr. S. Ramakrishnan, Director, retires by rotation at the ensuing Annual General Meeting, and being eligible offers himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, the Directors confirm, to the best of the knowledge and belief, that:

- a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed and that no material departures has been made for the same;
- b) appropriate accounting policies have been selected and applied consistently, and such judgment and estimates have been made that are reasonable and prudent so as

to give a true and fair view of the state of affairs of the Company as at 31st March, 2013 and of the profit of the Company for the year ended on 31st March, 2013;

- c) proper and sufficient care has been taken 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 Annual Accounts have been prepared on a 'going concern' basis'.

AUDITORS

M/s. K. L. Murty & Co., Chartered Accountants, retires at the conclusion of ensuing Annual General Meeting and offers themselves for re-appointment. A certificate from the Auditors has been received to the effect that their re-appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

Under Notification Number GSR 1029, dated 31st December, 1988, companies are required to furnish prescribed information regarding conservation of energy and technology absorption. This, however, does not apply to your Company. With regard to foreign exchange earnings and outgo, the position is as under:

		Amount in ₹ (2012-13)
(i)	Foreign exchange earnings (on accrual basis)	1,20,35,000
(ii)	Foreign exchange outgo including operating and other expenditure, purchase of containers in foreign currency (on accrual basis).	506,05,000

PERSONNEL

For the financial year 2012-13 none of the employee's salary exceeds ₹ 60 lacs p.a. or ₹ 5 lacs p.m.

ACKNOWLEDGMENTS

Your Directors take this opportunity to express their gratitude for the excellent assistance and co-operation received from the Company's clients, vendors, business associates and bankers, employees and look forward for their continued support.

For and on behalf of the Board of Directors

Place : Mumbai
 Date : 27th May, 2013

V. Ramnarayan
 Director

INDEPENDENT AUDITOR'S REPORT

To
**The Members of SRS FREIGHT MANAGEMENT LIMITED
 (Formerly Known as HAYTRANS INDIA LIMITED)**

Report on the Financial Statements

We have audited the accompanying financial statements of SRS FREIGHT MANAGEMENT LIMITED (Formerly Known as HAYTRANS INDIA LIMITED) ("the Company"), which comprise the Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

Opinion

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
- (b) in the case of the Statement of Profit and Loss, of the Loss of the Company for the year ended on that date, and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For K. L. Murty & Co
 Chartered Accountants
 Firm Reg. No. 106721W

K. L. Murty
 Proprietor
 Membership Number: 016634

Place : Mumbai
 Date : 27/05/2013
 3/7/14-A, Navjivan Commercial Society
 Dr. Dadasaheb Bhadkamkar Marg,
 Mumbai -400 008

ANNEXURE TO THE AUDIT REPORT:

- i. (a) Based our scrutiny of the company's books of accounts and other records and according to the information and explanation given to us, we are of the opinion that company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets are physically verified by management at year end. As informed to us, there is no material discrepancies were noticed on such verification.
- (c) Based our scrutiny of the company's books of accounts and other records and according to the information and explanation given to us, we are of the opinion that company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
Fixed assets are physically verified by management at year end. As informed to us, there is no material discrepancies were noticed on such verification.
During the year, company has not disposed substantial Fixed Assets.
- ii (a) As the company is engaged in Freight Forwarding business, clause (a), (b) and (c) to para 4(ii) are not applicable.
- iii (a) According to the information an explanation given to us, The Company has not granted any loans secured or unsecured to the parties covered in the register maintained Under Section 301 of the Companies Act, 1956. Accordingly, paragraphs 4 (iii) (a), 4(iii) (b) and 4 (iii) (c) of the Order are not applicable.
- (b) According to the information an explanation given to us, during the year, Company has not taken any unsecured loan.
- iv In our opinion and according, to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business with regard to the purchase of fixed assets, and with regard to the services rendered. During the course of our audit, no major weakness has been noticed in the internal controls
- v Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 of the Companies Act, 1956, have been properly entered.
- vi. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public and therefore, the provisions of Section 58A and 58AA of the Companies Act, 1956 and Rules there under are not applicable to the Company.
- vii. In our opinion, the company has an internal audit system commensurate with the size and the nature of its business.
- viii. In respect of this company, maintenance of cost records has not been prescribed by the Central Government under Section 209 (1) (d) of the Companies Act, 1956.
- ix. a According to the records of the company and information and explanations given to us, the company has been regular in depositing undisputed statutory dues with the appropriate authorities during the year.
- b According to the information and explanations given to us, there are no undisputed amounts payable in respect of Income tax, Sales Tax, Service-tax, Wealth Tax, Customs Duty, Excise Duty and Cess which were in arrears as at March 31, 2013 for a period of more than six months from the date on which they become payable.
- c According to the information and explanations given to us and the records of the company examined by us, there are no dues of Income tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty and Cess which have not been deposited on account of any dispute.
- x. The company has accumulated losses are more than 50% of net worth of the company at end of the year. The company has incurred cash loss during the financial year covered by audit but has not incurred cash loss during the immediately preceding financial year.
- xi. Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that the Company has not defaulted in the repayment of dues to financial institutions and banks.
- 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, the Company is not a Chit fund or a Nidhi/Mutual Benefit fund/ Society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order 2003 are not applicable to the company.
- xiv. On the basis of our examination of the company's records, company has not entered any transactions in respect of trading in securities, debentures and other investments.
- xv. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
- xvi. According to the information and explanations given to us, no term loans were availed by the Company during the year.
- xvii. According to the information and explanations given to us and on an overall examination of Balance Sheet basis, funds raised on short term basis, prima facie, have not been used during the year for long term investment.
- xviii. During the year, the company has issued 50,000 Optionally Convertible Cumulative Redeemable Preference shares of ₹ 100/- each fully paid up, at a premium of ₹ 400/- per share, to parties covered under register maintained under section 301 of the Companies Act, 1956. The rate at which the shares are issued is not prejudicial to the interest of the company.
- xix. According to the information and explanations given to us and the records examined by us, no debentures were issued by the company.
- xx. The Company has not raised any money through public issue during the year.
- xxi. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For **K. L. Murty & Co**
Chartered Accountants
Firm Reg. No. 106721W
K. L. Murty
Proprietor
Membership Number: 016634

Place : Mumbai
Date : 27.05.2013
3/7/14-A, Navjivan Commercial Society
Dr. Dadasaheb Bhadkamkar Marg,
Mumbai -400 008

BALANCE SHEET AS AT 31ST MARCH, 2013

Particulars	Notes	(AMOUNT IN ₹)	
		As At 31 March 2013	As At 31 March 2012
I. Equity & Liabilities			
(1) Shareholder's Funds			
(a) Share Capital	2	7,045,000	2,045,000
(b) Reserves and Surplus	3	(5,635,435)	(20,284,722)
(2) Share Application Money		-	25,000,000
(3) Non-Current Liabilities			
(a) Long term provisions	4	720,290	859,448
(4) Current Liabilities			
(a) Short-term borrowings	5	3,597,692	5,662,862
(b) Trade payables	6	45,809,933	13,460,324
(c) Other current liabilities	7	2,875,930	1,657,608
Total		54,413,411	28,400,519
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	8	841,936	452,306
(b) Non-current investments	9	-	185,435
(c) Other non-current assets	10	10,393,078	8,061,748
(2) Current assets			
(a) Trade receivables	11	39,792,928	19,074,115
(b) Cash and cash equivalents	12	687,043	626,915
(c) Other Current Assets	13	2,698,427	-
Total		54,413,411	28,400,519
Summary of significant accounting policies	1		
The accompanying notes form an integral part of the financial statement			

As per our report of even date

AS PER OUR REPORT ATTACHED
FOR K.L.MURTY & CO.
CHARTERED ACCOUNTANTS
 (Registration No. 106721W)

K.UMA MURTY
PROPRIETOR
 Membership No. : 016634

 Place : Mumbai
 Date : 27th May, 2013

For and On behalf of the Board

Capt. P. P. Radhakrishnan
 Director

V. Ramnarayan
 Executive Director

 Place : Mumbai
 Date : 27th May, 2013

STATEMENT OF PROFIT & LOSS FOR YEAR ENDED 31ST MARCH, 2013

Particulars	Notes	(AMOUNT IN ₹)	
		Year ended 31 March 2013	Year ended 31 March 2012
III. INCOME			
I. Income from Operations	14	179,275,954	136,095,154
II. Other Income	15	303,070	917,279
		<u>179,579,024</u>	<u>137,012,433</u>
IV. Expenses:			
Operation Cost	16	165,661,239	120,032,871
Employee benefit expense	17	10,722,027	7,479,947
Financial costs	18	983,464	1,475,792
Depreciation and amortization expense	8	314,212	244,642
Other expenses	19	7,248,795	5,305,973
		<u>184,929,737</u>	<u>134,539,225</u>
V. Profit before exceptional and extraordinary items and tax	(III - IV)	(5,350,713)	2,473,208
VI. Exceptional Items			
VII. Profit before extraordinary items and tax	(V - VI)	(5,350,713)	2,473,208
VIII. Extraordinary Items		-	-
IX. Profit before tax	(VII - VIII)	<u>(5,350,713)</u>	<u>2,473,208</u>
X. Tax expense:			
Prior Year tax		-	22,000
XI. Profit/(Loss) for the period	(IX - X)	<u>(5,350,713)</u>	<u>2,451,208</u>
XII. Earning per equity share: (Face value of ₹ 10 each)			
- Basic & Diluted		(261.65)	119.86
Summary of significant accounting policies	1		
The accompanying notes form an integral part of the financial statement			

AS PER OUR REPORT ATTACHED

For and On behalf of the Board

FOR K.L.MURTY & CO.
CHARTERED ACCOUNTANTS
 (Registration No. 106721W)

Capt. P. P. Radhakrishnan
 Director

K.UMA MURTY
PROPRIETOR
 Membership No. : 016634

V. Ramnarayan
 Executive Director

 Place : Mumbai
 Date : 27th May, 2013

 Place : Mumbai
 Date : 27th May, 2013

CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2013

		(AMOUNT IN ₹)	
Particulars		Year ended 31 st March, 2013	Year ended 31 st March, 2012
A	Cashflow from operating activities		
	Net Profit/ (Loss) before tax	(5,350,713)	2,451,208
	Adjusted for:		
	Depreciation	314212	244,642
	Bad & D/Debts W/off - (Net of Reversal of Provisions)	-	352,003
	Interest Expenses	983464	1,475,792
	Interest income	-	(837,730)
	Exchange Gain on Current Assets & Liabilities	(271,748)	323,180
	Operating Profit Before Working Capital changes (A)	(4,324,785)	4,009,095
	Adjustments for in Working Capital		
	Increase / (Decrease) in in Current Assets		
	Trade Receivables	20,718,813	4,815,382
	Other Current assets (Current & Non Current)	5,029,757	(8,135,542)
		25,748,570	(3,320,160)
	Less: Increase/(Decrease) in Current Liabilities & Provisions	33,428,774	(1,674,201)
	Net increase/(Decrease) in working Capital (B)	7,680,204	1,645,959
	Cash Generated from Operations (A) - (B) = (C)	3,355,419	5,655,054
	Less: Taxation	-	-
	Less: Exceptional Items	-	-
	Less: Dividend (Including DDT)	-	-
	NET CASH FROM OPERATING ACTIVITIES (A)	3,355,419	5,655,054
B	Cash flow from investing activities		
	Addition to Fixed Assets including capital advances	(703,842)	(337,711)
	Sale of Investment	185,435	-
	Interest Income	-	837,730
	NET CASH FROM INVESTING ACTIVITIES (B)	(518,407)	500,019
C	Cash Flow from Financing Activities		
	Proceeds / (Repayment) of Borrowings (Net)	(2,065,169)	(4,558,338)
	Interest Expenses	(983,464)	(1,475,792)
	Exchange Gain/(Loss) on current Assets & Liabilities	271,748	(323,180)
	NET CASH FROM FINANCING ACTIVITIES (C)	(2,776,884)	(6,357,310)
	NET CHANGES IN CASH & CASH EQUIVALENT (A + B + C)	60,128	(202,237)
	CASH & CASH EQUIVALENTS - OPENING BALANCE	626,915	829,152
	ADD : NET CHANGES IN CASH & CASH EQUIVALENT AS ABOVE	60,128	(202,237)
	CASH & CASH EQUIVALENTS - CLOSING BALANCE	687,043	626,915
	CLOSING CASH & CASH EQUIVALENTS CONSIST ; (Refer Schedule F)		
	CASH ON HAND	77,470	23,869
	BALANCE WITH SCHEDULE BANK IN CURRENT ACCOUNT	609,573	603,046
	TOTAL	687,043	626,915

Notes:

- 1) The above statement has been prepared in indirect method
- 2) Cash and Cash equivalents include cash and bank balance except Margin money Deposits.

AS PER OUR REPORT ATTACHED

FOR K.L.MURTY & CO.
CHARTERED ACCOUNTANTS
 (Registration No. 106721W)

K.UMA MURTY
PROPRIETOR
 Membership No. : 016634
 Place : Mumbai
 Date : 27th May, 2013

For and On behalf of the Board

Capt. P. P. Radhakrishnan
 Director

V. Ramnarayan
 Executive Director

Place : Mumbai
 Date : 27th May, 2013

Notes to the financial statements for the year ended 31st March, 2013

NOTE 1. THE SIGNIFICANT ACCOUNTING POLICIES SUMMARISED BELOW :-

a) **BASIC OF ACCOUNTING**

The financial statement are prepared under the historical cost convention on an accrual basis.

b) **FIXED ASSETS AND DEPRECIATION**

1. All Fixed Assets are stated at cost less depreciation Cost of acquisition includes inward freight duties and Taxes and incidental expenses related to acquisition and installation.

2. I) Depreciation on all assets has been provided by the Written Down Value method at the rates specified in Schedule XIV of the companies Act, 1956.

II) Depreciation on assets acquired during the year is provided on pro-rata basis.

c) **SUNDRY DEBTORS**

Sundry Debtors are stated after making adequate provision for doubtful debts, if any.

d) **LOANS & ADVANCES**

Loans and advances are stated at realizable values.

e) **RECOGNITION OF INCOME & EXPENDITURE**

Items of Income and Expenditure are recognized on accrual basis.

f) **EMPLOYEES BENEFITS**

1. The Company contributes to an approved Gratuity fund with Life Insurance Corporation of India (LIC). The Contribution to the fund are charged to the Revenues account in the respective Financial year.

2. Contribution of Provident Fund are made on monthly basis and charged to the revenue account in the respective Financial Year.

3. Leave Salary.

Provision for Leave Salary is made on accrual basis.

g) **TAXES ON INCOME**

Current income Tax is measured at the amount expected to be paid to income tax authorities in accordance with income tax act.

Deferred tax for timing difference between tax profits and book profits is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the date of balance sheet date. Deferred Tax assets are recognised to the extent there is reasonable certainty that these assets can be realised in future.

NOTE 2 : SHARE CAPITAL

(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
AUTHORISED SHARE CAPITAL		
25000 Equity shares of ₹ 100/- each	2,500,000	-
50,000 Optionally Convertible Cumulative Redeemable Preference Shares of ₹ 100/- each	5,000,000	5,000,000
TOTAL	7,500,000	5,000,000
ISSUED, SUBSCRIBED AND PAID UP		
Equity Shares		
20,450 Equity shares of ₹ 100/- each Fully Paid-up in Cash	2,045,000	2,045,000
50,000 Optionally Convertible Cumulative Redeemable Preference Shares of ₹ 10/- each fully paid up	5,000,000	-
TOTAL	7,045,000	2,045,000

2 a. During the year, the Company has not issued/bought back any of the Equity Shares. Movement in respect of Preference Shares are given below

Particulars	31 MARCH 2013	31 MARCH 2012
	Nos.	Nos.
At the beginning of the period	-	-
(+) Issued during the period**	50,000	-
(-) Redeemed during the period*	-	-
Outstanding at the end of the period	50,000	-

2 b. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 100/- per share. The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts,. The distribution will be in proportion to the number of equity shares held by the shareholders.

2 c. Details of Shareholders holding more than 5% shares in the Company

	31 March 2013		31 March 2012	
	Nos.	% of Holding	Nos.	% of Holding
Preference Shares :-				
Shreyas Relay Systems Limited	25600	51.20%		
Sivaswamy Holdings P. Ltd	15500	31.00%		
Mahesh Sivaswamy	3782	7.56%		
Ramakrishnan Sivaswamy	3168	6.34%		
Equity Shares :-				
Shreyas Relay Systems Ltd.	10450	51.10%	10450	51.10%
Ramakrishnan Sivaswamy	1300	6.36%	1300	6.36%
Ramnarayan Varadharajan	1350	6.60%	1350	6.60%
Mahesh Sivaswamy	1550	7.58%	1550	7.58%
Sivaswamy Holdings P. Ltd	5000	24.45%	5000	24.45%

NOTE 3 : RESERVES AND SURPLUS
(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
Surplus / (Deficit) in Profit and Loss Statement		
As per last Balance Sheet	(21,223,562)	(23,674,770)
Add : Profit /loss for the year	(5,350,713)	2,451,208
	(26,574,274)	(21,223,562)
Less: - Appropriations		
Net surplus/ (Deficit) in the statement of profit and loss	(26,574,274)	(21,223,562)
Securities Premium	20,938,840	938,840
TOTAL	(5,635,435)	(20,284,722)

NOTE 4 : LONG TERM PROVISIONS
(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
Provision for Employee Benefits :-		
Provision for Compensated Absence & Gratuity	720,290	859,448
TOTAL	720,290	859,448

NOTE 5 : SHORT TERM BORROWINGS
(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
Secured :-		
Working Capital Loan repayable on demand from banks (14.5% p.a. Working Capital loan from Standard Chartered Bank Ltd)	3,597,692	5,662,862
TOTAL	3,597,692	5,662,862

a) Nature of security and terms of repayment for secured loan availed from Banks

- i) Working capital loan from banks, repayable on demand, are secured by charge over the entire Sundry Debtors of the company (Cover period of Book Debts 90 Days).

NOTE 6 : TRADE PAYABLES
(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
Sundry Creditors for Trade :- Due to Micro and Small Enterprises (excluding Interest) Due to Others		
	45,809,933	13,460,324
TOTAL	45,809,933	13,460,324

NOTE 7 : OTHER CURRENT LIABILITIES
(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
Other Liabilities	2,875,930	1,657,608
TOTAL	2,875,930	1,657,608

NOTE 8 : FIXED ASSETS
(AMOUNT IN ₹)

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	COST AS AT 01.04.2012	ADDITIONS	DEDUCTION/ ADJUSTMENTS	COST AS AT 31.03.2013	AS AT 01.04.2012	FOR THE YEAR,13	DEDUCTION/ ADJUSTMENTS	AS AT 31.12.2012	AS AT 31.12.2012	AS AT 31.03.2012
FURNITURE & FIXTURES	96,510	87,798	-	184,308	27,153	122,954	-	150,107	34,201	69,357
OFFICE EQUIPMENTS	2,048,209	616,044	-	2,664,253	1,665,260	191,258	-	1,856,518	807,735	382,949
TANGIBLE ASSET (A)	2,144,719	703,842	-	2,848,561	1,692,413	314,212	-	2,006,625	841,936	452,306
SOFTWARE	-	-	-	-	-	-	-	-	-	-
INTANGIBLE ASSET (B)	-	-	-	-	-	-	-	-	-	-
TOTAL (A+B) AS ON 31.12.2012	2,144,719	703,842	-	2,848,561	1,692,413	314,212	-	2,006,625	841,936	452,306
TOTAL AS ON 31.12.2012	1,807,008	337,711	-	2,144,719	1,447,771	244,642	-	1,692,413	452,306	-

NOTE 9 : NON-CURRENT INVESTMENTS
(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
Investments in Mutual Fund :- Investment in Mutual Fund - Kotak Liquid Fund - 12448.98 (PY - 12448.98) Units		
	-	185,435
TOTAL	-	185,435

NOTE 10: OTHER NON CURRENT ASSETS
(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
Deposits	1,406,311	1,425,221
Advance Income Tax	8,070,208	5,992,551
Other Advances*	916,559	643,976
TOTAL	10,393,078	8,061,748

* Other Advances include, advance given to Staff, Income accrued but not due etc

NOTE 11 : TRADE RECEIVABLES
(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
Unsecured		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good:	1,247,198	2,033,827
Considered doubtful	1,405,694	-
Others		
Considered Good:	38,545,729	17,040,288
Considered doubtful	41,198,622	19,074,115
Less: Provision for doubtful debts	1,405,694	-
TOTAL	39,792,928	19,074,115

NOTE 12 : CASH & BANK BALANCES
(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
Balances with Banks		
- Current Accounts	609,573	603,046
Cash on Hand	77,470	23,869
TOTAL	687,043	626,915

NOTE 13: OTHER CURRENT ASSETS
(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
Unfinished Job Expenses	2698427	-
TOTAL	2,698,427	-

NOTE 14 : REVENUE FROM OPERATIONS
(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
Sales Of Services #		
Freight Forwarding / clearing Income	179,275,954	136,095,154
TOTAL	179,275,954	136,095,154

Service tax amount not incorporated in turnover.

NOTE 15 : OTHER INCOME
(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
Interest on Income Tax Refund	-	837,730
Other Income	31,322	-
Gains on exchange Rate Variation (Net)	271,748	79,549
TOTAL	303,070	917,279

NOTE 16 : OPERATION COST
(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
Freight Forwarding / clearing Expenses	165,661,239	120,032,871
TOTAL	165,661,239	120,032,871

NOTE 17 : EMPLOYEE BENEFIT EXPENSES
(AMOUNT IN ₹)

Particulars	As At 31 March 2013	As At 31 March 2012
Salaries and Bonus	9,949,404	6,689,404
Contribution to Provident Fund and other fund	590,570	431,562
Staff Welfare	182,053	358,981
TOTAL	10,722,027	7,479,947

NOTE 18 : FINANCE COSTS
(AMOUNT IN ₹)

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Interest on loan from banks Working Capital & Overdraft	983,464	1,475,792
TOTAL	983,464	1,475,792

NOTE 19 : OTHER EXPENSES
(AMOUNT IN ₹)

Particulars	Year ended 31 March 2013	Year ended 31 March 2012
Bad debts W/off	-	352,003
Less: Provision for earlier year no longer required written back	-	-
	-	352,003
Auditors Remuneration	143,030	-
Professional & Consultancy Fees	1,071,695	616,699
Rent, Rates & Taxes	630,993	638,349
Travelling and Conveyance	1,090,091	750,599
Repairs and Maintenance	122,026	262,944
Communication Expenses	254,859	236,725
Printing & Stationery	153,359	291,977
Vehicle Lease Rent	382,792	404,000
Electricity Expenses	198,259	200,450
Insurance Expenses	158,463	84,849
Loss on exchange Rate Variation (Net)	-	323,180
Provision for Doubtful Debts	1,405,694	-
Miscellaneous Expenses	1,637,535	1,144,199
TOTAL	7,248,795	5,305,973

20. In the opinion of the Board and to the best of their knowledge and belief, the value on realization of Current Assets, Loans & Advances in the ordinary course of business would not be less than the amount at which they stated in the balance sheet except to the extent considered doubtful and not provided for.

21. Payment to auditors :-
(AMOUNT IN ₹)

	2012-13	2011-12
i) Audit Fees	102,296	100,000
ii) Tax audit fees	25,000	25,000
iii) Out of pockets		5,034
iv) Service Tax	15,734	12,875
Total	143,030	142,914

22. Information pursuant to Paras 3 & 4 of schedule VI to the Companies Act 1956
(₹ in Lakhs)

	2012-13	2011-12
i) Earning in foreign currency	120.35	27.42
ii) Expenditure in Foreign Currency	506.05	176.52

23. DEFFERED TAXES

	2012-13	2011-12
Deffered Tax Asset on Unabsorbed P & L	-	-
Deffered Tax Asset for Difference in WDV of Assets	-	-
Deffered Tax Asset on Leave Salary	-	-

Considering the uncertainty of realisation of deferred tax asset in future, no deferred tax assets has been recognised during the current year.

24. Segment Reporting

Particulars	31.03.2013	31.03.2012
Revenue by Segment		
- Sea Division	114,079,557	-
- Air Division	65,196,398	136,095,154
	179,275,954	136,095,154
Segment Results : Gross Profit		
- Sea Division	6,179,164	-
- Air Division	7,435,552	16,062,283
	13,614,715	16,062,283
Add: Other Income	303,070	917,279
Less: Administrative Expns	17,970,822	12,785,920
Less: Finance Cost	983,464	1,475,792
Less: Depreciation	314,212	244,642
Profit Before Exceptional Item and Taxation	(5,350,712)	2,473,208

25. In terms of Section 22 of Micro, Small and Medium Enterprises Development Act, 2006, the outstanding to these enterprises are required to be registered under the Act. In absence of information about restartion of enterprises under the above act, the required information could not be furnished.

26. Related Party Transactions - Refer Annexure - 1

27. Figures have been rounded off to nearest Rupee.

28. The figures in respect of previous years have been regrouped wherever necessary.

29. The financial statements for the year ended 31st March, 2013 had been prepared as per the then applicable, pre-revised Schedule VI to the Companies Act, 1956. Consequent to the notification of Revised Schedule VI under the Companies Act, 1956, the financial statements for the year ended 31st March 2013 are prepared as per Revised Schedule VI. Accordingly, the previous year figures have also been reclassified to conform to this year's classification. The adoption of revised Schedule VI for previous year figures does not impact recognition and measurement principles followed for preparation of financial statements.

30. Notes 1 to 30 form an integral part of accounts and have been duly authenticated.

AS PER OUR REPORT ATTACHED

FOR K.L.MURTY & CO.
CHARTERED ACCOUNTANTS
(Registration No. 106721W)

K.UMA MURTY
PROPRIETOR
Membership No. : 016634
Place : Mumbai
Date : 27th May, 2013

For and On behalf of the Board

Capt. P. P. Radhakrishnan
Director

V. Ramnarayan
Executive Director

Place : Mumbai
Date : 27th May, 2013

Related Party Transactions for the Financial Year 2012-13

Amt in Rupees

Particulars	Total	
	12-13	11-12
Forwarding Income		
Transworld Logistics Ltd.	204,628	187,684
Transworld Logistics Ltd - BARODA		-
Shreyas Shipping & Logistics Ltd.		9,750
TLPL Shipping and Logistics Pvt. Ltd.	79,462	-
Transworld GLS (India) Pvt. Ltd.	4,531,201	
Albatross Shipping Ltd.	34,647	-
Admec Logistics Ltd.		260,245
Transworld Logistics & Shipping Services, Inc., USA	588,798	-
Transworld Shipping Trading & Logistics Services LLC, Oman	3,712,972	-
Transworld Shipping & Logistics Ltd.	5,611,679	774,561
Transworld FZE, Dubai	-	1,472,218
Forwarding Expenses		
Transworld GLS (India) Pvt. Ltd. (Formaly known as NLS Agency I Ltd.)	1,479,743	345,171
Transworld Logistics Ltd.	-	43,253
TLPL Shipping and Logistics Pvt. Ltd.	240,273	-
Albatross Shipping Ltd.	10,131	572,716
Shreays Relay Systems Ltd.	4,845,952	1,168,000
Transworld Shipping Trading & Logistics Services LLC, Oman	-	10,631
Transworld Shipping & Logistics Ltd.	2,318,201	545,091
Transworld Logistics & Shipping Services, Inc., USA	46,693,218	
Transworld Saudia Arabia	56,914	
Transworld FZE, Dubai	-	25,112
Rent Paid		
Sivaswamy Holdings Pvt Ltd.	242,847	152,736
Personnel Delegation		
Refund of Share Application Money		
Allotment of Equity Shares		
Share Application Money		
Outstanding Balance of Related Parties at the year end :		
Debit Bal Due To Company (DR Bal.) :-		
Transworld GLS (India) Pvt. Ltd.	540,932	
Shreyas Shipping & Logistics Ltd.	12,223	12,223
Transworld Shipping & Logistics Ltd.	340,757	314,593
Transworld Logistics & Shipping Services, Inc., USA	588,798	
Transworld FZE, Dubai		1,447,106

Particulars	Total	
	12-13	11-12
Credit Balance Due From Company (Cr Bal.) :-		
Albatross Shipping Ltd.	-	4,806
Transworld GLS (India) Pvt. Ltd.(Formaly known as NLS Agency I Ltd.)	-	6,915
Transworld Logistics Ltd.	16,792	16,792
Shreyas Relay Systems Ltd.	1,850,366	235,000
Transworld Logistics & Shipping Services, Inc., USA	27,970,697	-
Transworld FZE, Dubai	9,232	-
Sivaswamy Holdings Pvt Ltd.	-	38,184
	65	8,200

* Names of Related Parties	
Nature of relationship	Name of the Related Party
Holding Company	Shreays Shipping & Logistics Ltd.
	(Till 30th Septemeber 2011)
	Shreays Relay Systems Ltd..
	(From 30th Septemeber 2011)
Fellow Subsidiary	Shreays Relay Systems Ltd..
	(Till 29th Septemeber 2011)
Other related parties	Admec Logistics Ltd
	Albatross shipping Ltd
	Crescent Shipping Agency (India) Ltd.
	Meridian Shipping & Trdg LLC, Muscat
	Relay Shipping Agency Ltd.
	Seabridge Shipping co LLC
	Sivaswamy Holdings Pvt. Ltd
	Transworld Logistics & Shipping Services, Inc., USA
	Transworld GLS (India) Pvt. Ltd.(Formaly known as NLS Agency I Ltd.)
	Transworld Shipping Trading & Logistics Services LLC, Oman
	TLPL Shipping and Logistics Pvt. Ltd.
	Transworld Logistics Ltd.
	Transworld FZE, Dubai

25th ANNUAL REPORT

ATTENDANCE SLIP



Registered Office: 4th Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Govandi (E), Mumbai - 400 088.

I/We hereby record my/our presence at the Twenty Fifth Annual General Meeting of the Company held at Sivaswamy Auditorium of Fine Arts Cultural Centre, 61/21 R. C. Marg, Opp. Vijaya Bank, Chembur, Mumbai - 400 071 on Monday, the 22nd day of July, 2013 at 11.00 a.m.

NAME & ADDRESS OF THE SHARE HOLDER (IN BLOCK LETTERS)	L.F. NO.	NO. OF SHARES HELD
--	-----------------	---------------------------

*DP Id No.

*Client Id No.

SIGNATURE / NAME OF THE SHAREHOLDER OR THE PROXY ATTENDING THE MEETING

If Shareholder, please sign here	If Proxy, please sign here
Name	Name

Name:

1. You are requested to sign and hand this over at the entrance.
2. If you intend to appoint a proxy to attend the meeting instead of yourself, the proxy form must be deposited at the Registered office of the Company at 4th Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Govandi (E), Mumbai - 400 088 not less than 48 hours before the time for holding the meeting.
3. If you are attending the meeting in person or by proxy, your copy of the Balance Sheet may please be brought by you/your proxy for reference at the meeting.

*In case of dematerialised shares.



PROXY FORM

Registered Office: 4th Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Govandi (E), Mumbai - 400 088.

I/We of of
 in the district of being a Member/Members of the above named Company, hereby appoint
 of
 in the district of or failing him
 of in the district of as my/our proxy to attend and vote for me/
 us and on my/our behalf at the Twenty Fifth Annual General Meeting of the Company to be held on Monday, 22nd July, 2013 at
 11.00 a.m. and at any adjournment thereof.

Signed this day of 2013

Signature _____

Please Affix ₹ 1/- Revenue Stamp

Registered Folio : _____
 DP ID No. : _____
 Client ID No. : _____
 No. of Shares : _____

Notes:

1. The Proxy form must be deposited at the Registered Office of the Company 4th Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Govandi (E), Mumbai - 400 088, not less than 48 hours before the time for holding the Meeting.
2. This form is to be used ^{*in favour} the resolution. Unless otherwise directed, the Proxy will act as he thinks fit.

*Strike out whichever is not applicable.





Shreyas

Shipping and Logistics LTD

FINANCIAL HIGHLIGHTS

(₹ in Lacs except where stated otherwise)

	2000-01	2001-02	2002-03	2003-04	2004-05	2005-06	2006-07	2007-08*	2008-09*	2009-10*	2010-11*	2011-12*	2012-13*
Operating Earnings	6,674.57	6,492.67	6,757.39	7,689.86	9,683.74	14,136.35	17,911.46	29,011.57	28,730.67	15,398.73	19,038.73	27,077.51	38,889.12
Other Income	147.17	116.14	147.92	693.08	82.22	373.29	571.12	741.23	3,082.71	-394.06	256.92	153.26	209.16
Total Income	6,821.74	6,608.81	6,905.31	8,382.94	9,765.96	14,509.64	18,482.58	29,752.80	31,813.38	15,004.67	19,295.65	27,230.77	39,098.28
Operating Expenses	4,769.91	4,768.15	5,252.90	5,925.77	5,772.37	9,285.73	13,187.27	24,363.80	26,279.80	13,789.23	14,928.72	23,051.71	32,432.87
Administration & Other Expenses	486.43	305.76	371.09	493.03	462.22	527.06	838.16	1,766.84	2,234.65	1,018.21	1,066.41	1,605.51	2,290.07
PBIDT	1,565.40	1,534.90	1,281.32	1,964.14	3,567.37	4,696.85	4,457.15	3,621.99	3,298.93	197.23	3,300.52	2,573.55	4,375.34
Interest	679.16	569.10	273.91	174.65	85.44	193.12	485.81	1,335.53	1,028.60	459.51	675.39	547.51	950.63
PBDT	886.24	965.80	1,007.41	1,789.49	3,481.93	4,503.73	3,971.34	2,286.46	2,270.33	(262.28)	2,625.13	2,026.04	3,424.71
Depreciation	610.10	605.58	666.96	786.93	756.70	865.60	963.23	1,399.03	1,445.31	1,248.40	1,149.24	1,350.39	1,645.09
PBT	276.14	360.22	340.45	1,002.56	2,725.23	3,638.13	3,008.11	887.43	825.02	(1,510.68)	1,475.89	675.65	1,779.62
Tax	2.79	53.55	278.19	271.77	29.77	115.50	296.77	69.99	262.83	59.82	198.20	112.81	239.25
PAT (including prior year item)	273.35	306.67	106.53	730.79	3,573.68	3,522.63	3,119.15	645.52	558.61	(1,570.50)	1,277.69	562.84	1,540.37
Share Capital	1,982.42	1,982.42	3,282.42	3,282.42	3,282.42	3,495.75	3,495.75	3,495.75	3,105.75	2,995.75	2,995.75	2,195.75	2,195.75
Minority Interest	-	-	-	-	-	-	-	-	-	-	-	1,000.00	1,024.40
Reserves & Surplus	2,390.48	2,623.64	2,303.86	2,632.94	5,503.25	11,563.46	12,864.30	11,806.04	12,627.88	10,938.76	11,828.84	12,157.86	12,988.21
Net Worth	4,372.90	4,606.06	5,586.28	5,915.36	8,785.67	15,059.21	16,360.05	15,301.79	15,733.63	13,934.51	14,824.59	14,353.61	15,183.96
Loan Funds	5,139.88	5,271.75	4,760.51	1,582.24	2,624.74	2,647.36	15,893.08	23,125.08	10,202.01	8,489.27	6,120.64	8,440.74	13,286.61
Fixed Assets (Net) (including Capital work-in-progress)	8,668.44	9,392.09	10,209.73	7,945.95	10,121.12	11,343.24	26,866.11	37,068.49	21,780.25	18,616.58	17,920.31	18,587.56	23,882.71
Investments	14.63	223.75	224.51	14.05	3.11	4,322.41	2,097.14	444.32	1,889.99	1,456.89	509.89	1,119.50	8.63
Net Current Assets	205.43	106.97	84.47	152.46	1,286.18	2,062.66	3,340.73	989.45	2,265.40	2,340.97	2,657.28	4,087.29	5,603.63
EPS (Annualised) (₹) (excluding exceptional items)	1.38	1.55	0.24	3.02	12.87	16.92	11.69	3.10	2.05	(7.69)	5.33	2.08	6.51
Debt Equity Ratio	1.18	1.14	0.85	0.27	0.30	0.18	0.97	1.51	0.65	0.61	0.41	0.59	0.88
Dividend Per Equity Share (₹)	0.50	0.60	-	1.20	2.00	2.20	2.20	2.00	0.00	0.00	1.10	0.50	0.60
Book Value per share (₹)	22.06	23.23	21.62	22.45	32.88	62.29	60.10	54.18	71.65	59.78	63.87	65.37	69.15

* Consolidated figures have been presented



Shreyas

Shipping and Logistics LTD

If undelivered, please return to:

Shreyas Shipping & Logistics Ltd.

2nd Floor, Sahyadris, Geetmala Complex,

Near Shah Industrial Estate,

Opp Deonar Village Road,

Govandi (E), Mumbai - 400 088