



AEGIS LOGISTICS LIMITED
52ND ANNUAL REPORT 2008-2009

Company Vision

Aegis is a leader in oil and gas logistics. We offer services such as sourcing of product, storage and port operations, arranging road and pipeline movement, shipping and integrated supply chain management.

We believe in providing our customers in the oil, gas and chemicals industry with end to end solutions, managing every activity in the supply chain to enable reliable, continuous and competitive supplies of materials.

Our vision is to provide Total Supply Chain Management for oil, gas and chemicals.

Our Values

- ❖ We will provide the most flexible, responsive and best quality service to our customers.
- ❖ We will strive for the highest standards of integrity, hard work, professionalism and discipline.
- ❖ We will place a strong emphasis on safety, protecting the environment and attaining world-class standards in every sphere of activity.
- ❖ We shall strive to make a substantial contribution to the welfare and needs of the community and the society at large.
- ❖ We shall endeavour to maximize value for our shareholders.

Company Information

Board of Directors

CHAIRMAN

K. M. CHANDARIA

VICE-CHAIRMAN AND MANAGING DIRECTOR

R. K. CHANDARIA

MANAGING DIRECTOR

A. K. CHANDARIA

DIRECTORS

A. M. CHANDARIA

R. P. CHANDARIA

D. J. KHIMASIA

R. J. KARAVADIA

K. S. NAGPAL

V. H. PANDYA

COMPANY SECRETARY

J. N. SHAH

BANKERS

Bank of Baroda
Dena Bank
ING Vysya Bank Ltd.
HDFC Bank Ltd.

SOLICITORS & ADVOCATES

ANS Law Associates, Mumbai

AUDITORS

Deloitte Haskins & Sells
Chartered Accountants
Mumbai

REGISTERED OFFICE

502, Skylon,
G.I.D.C., Char Rasta,
Vapi-396 195, Dist. Valsad,
Gujarat

CORPORATE & ADMINISTRATIVE OFFICE

403, Peninsula Chambers,
Peninsula Corporate Park,
G. K. Marg, Lower Parel (West),
Mumbai-400 013.
Tel. : 022-6666 3666
Fax : 022-6666 3777
Website : www.aegisindia.com

LIQUID LOGISTICS & GAS TERMINAL

Plot No. 72, Mahul Village,
Trombay, Mumbai-400 074.

REGISTRAR & SHARE TRANSFER AGENTS

Sharepro Services India Pvt. Ltd.
13 AB, Samhita Warehousing Complex,
2nd Floor, Near Sakinaka Telephone Exchange,
Andheri Kurla Road, Sakinaka,
Andheri (E), Mumbai - 400 072.
Working Hours: 9.30 to 1.00 & 1.45 to 5.00
Tel. : 022-6772 0300, 6772 0400
Fax : 022-2859 1568, 2850 8927
E-mail : sharepro@shareproservices.com

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

Please address all correspondence regarding
Share Transfer Work to the Registrar & Share
Transfer Agents and/or Corporate Office.

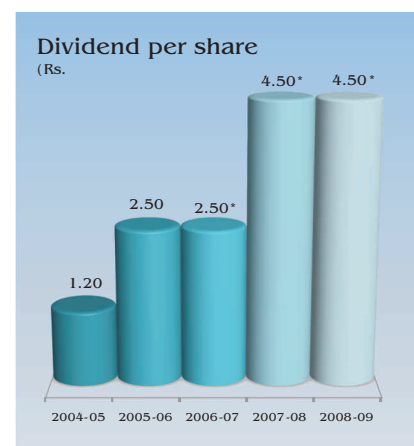
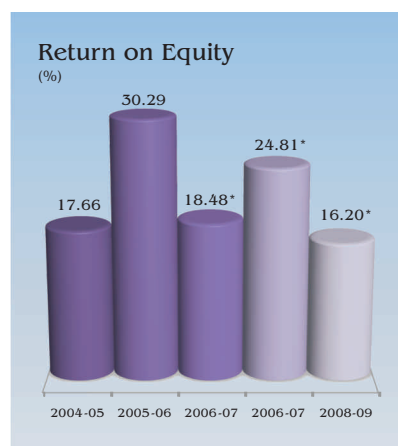
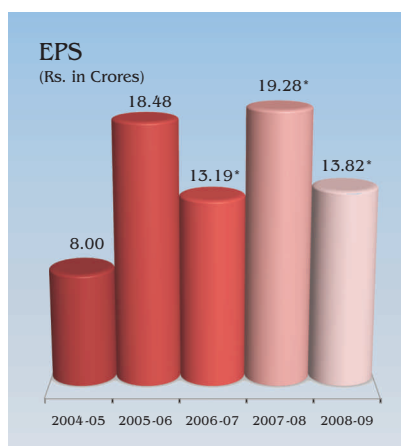
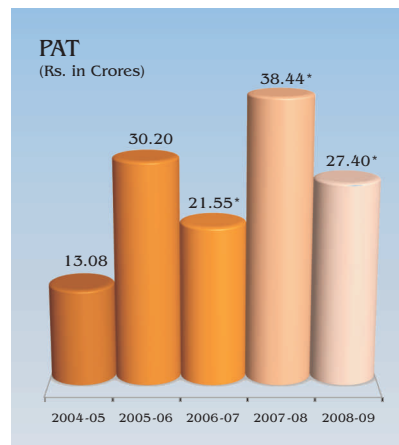
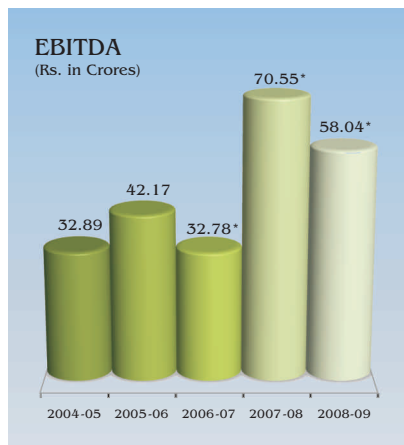
Contents

Company Information	1
Financial Overview	2
Management Discussion & Analysis Report	3
Notice	9
Directors' Report	11
Report on Corporate Governance	15
Auditors' Report	23
Balance Sheet	26
Profit & Loss Account	27
Cash Flow Statement	29
Schedules	31
Statement relating to Subsidiary Companies	55
Consolidated Financial Statement	56

Financial Overview

Financial Highlights

- ◆ Group Consolidated Net Sales flat at Rs.386.2 crores
- ◆ EBIDTA - Rs. 58.04 crores, down by 17.7%
- ◆ Profit after tax - Rs.27.4 crores, down by 28.7%
- ◆ EPS falls to 13.82
- ◆ Debt to Equity Ratio - 0.56
- ◆ Dividend maintained at 45%



* Aegis Group Consolidated figures

Management Discussion and Analysis Report

Overview

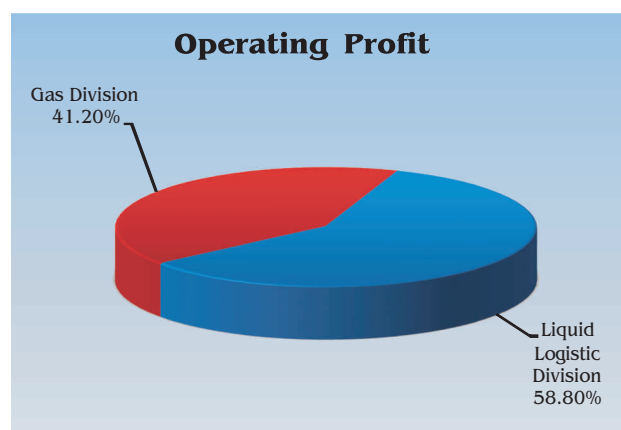
The whole oil and gas logistics sector faced a tough year in 2008-09. Although the first half of the year saw logistics division revenues up by 23%, with the onset of the global financial crisis from September, customers significantly cut their imports of chemicals and petrochemicals. Recovery in the business was only seen from February 2009.

Meanwhile, the gas business witnessed huge swings in prices from \$1000/mt in the Summer of 2008 down to \$400 by January 2009. Sales volumes were down by 20% for the year.

Net group profits after tax fell by 28.7% to Rs. 27.4 crores and earnings per share fell to 13.82.

Despite the poor financial performance for the year, the Company remains committed to its

long-term strategy of building a national network of oil and chemical logistics terminals in major ports and the rollout of a retail distribution network for gas stations with the completion of 55 Autogas retail outlets by March 2009, and a further 45 planned for rollout by mid 2010-11.



Aegis Terminal at Mumbai



Industry Structure and Development

The Third Party Logistics (3PL) sector provides integrated supply chain management services to customers in the Oil, Gas and Chemicals Industry. Increased imports and exports of petroleum and chemicals are expected to continue leading to increase demand for logistics.

The liquefied petroleum gas business has high growth potential. As India becomes richer, the use of this clean fuel will increase.

Segment-wise Analysis

Liquid Logistics Division

Revenues were Rs. 70.62 crores for the year, a 3% increase on the year earlier. Operating profit margins were down to 48% from 50% in the year earlier. Most of the drop in performance was seen after September 2008 when, after the onset of the global credit crunch and commodity price crash, chemical and petrochemical importers simply halted some of their deliveries. The business was therefore mainly dependent on petroleum product logistics in the second half, which fortunately remained strong throughout the period. From February 2009, the chemicals and petrochemical business began to recover well and margins were boosted as spot cargoes re-appeared.

The Company's operations are undergoing an intensive number of lean six sigma projects to improve infrastructure, standard operating processes and working practices in order to achieve world-class levels of quality and productivity.

A considerable effort is being made to return the Kochi terminal to profitability as much of the terminal is now empty. It is expected that future business will primarily come from petroleum product logistics.

Gas Division

LPG revenues were Rs. 315.6 crores (Rs. 320.9 crores year earlier). The year saw very large price



Siddhivinayak Autogas, Kudal

swings in international gas prices which played havoc with the ability to maintain growth in sales. Total sales volumes were down by 20% for the year. Operating margins for the year were lower at 7.5%



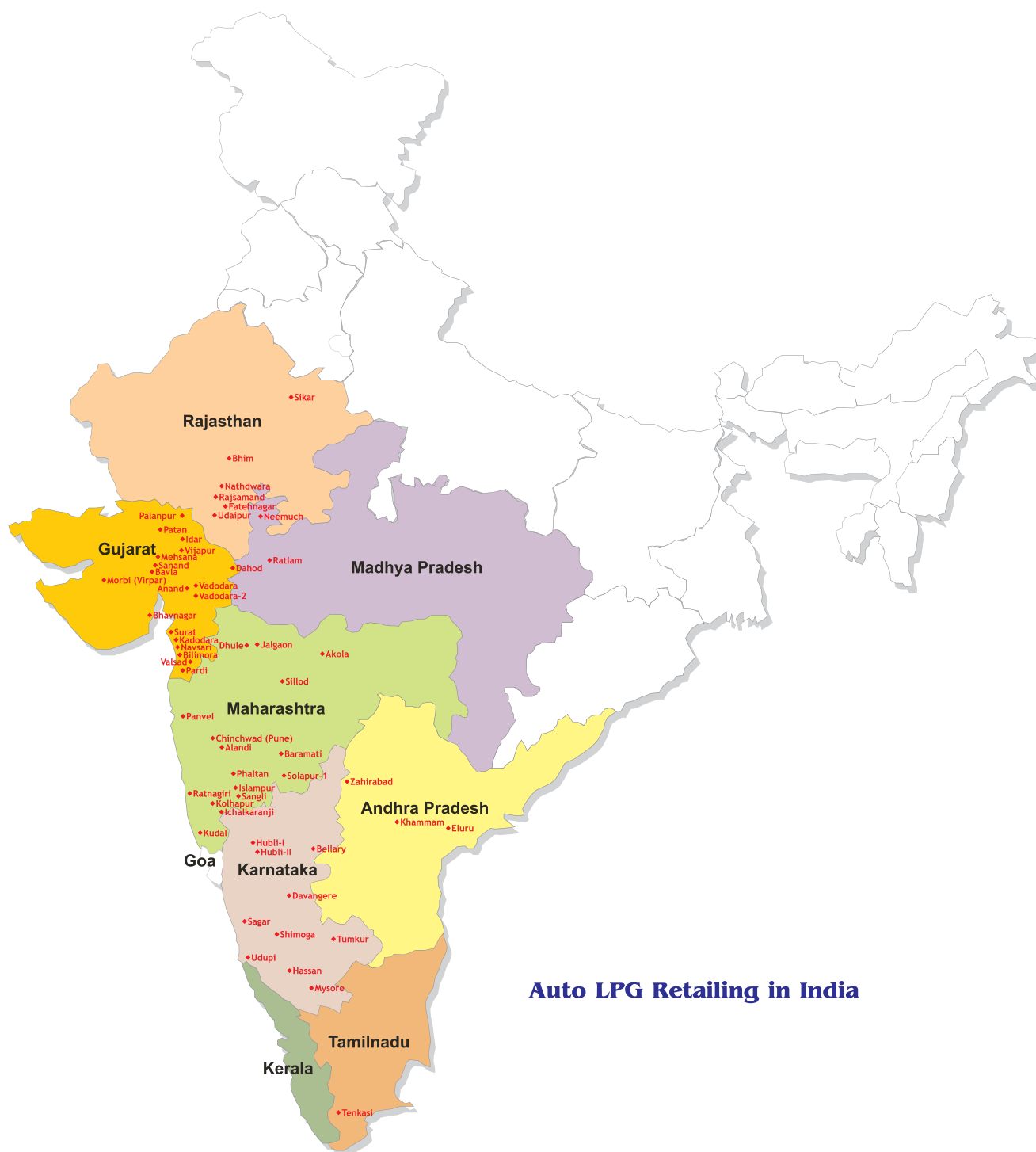
Shree Jee Gas Filling, Udaipur

(10.7%), as high international gas prices meant a switch in the product mix towards lower margin throughput volumes rather than propane, auto LPG or petrochemical volumes.

The industrial gas segment volumes were down by



Suryamukhi Autogas, Vadodra



Auto LPG Retailing in India

21% as steel companies reduced their offtake with the slowdown in construction. Thruput for oil companies was sharply higher by 65% as their requirement for LPG increased. But volumes for petrochemical users fell by as much as 81% as gas crackers were shut from October or received local material rather than imports.

Autogas sales were slow in the first half of the year when international gas prices hit all time highs resulting in high retail prices for the customer (as much as Rs. 36 per litre at the peak). Following the oil and gas price crash in October 2008, sales recovered well. Q4 sales and margins were a record for Aegis Auto LPG.

The Company missed its target of 100 operational stations by March 2009. In fact only 55 stations were made operational by this date. The slowdown in commissioning the stations was primarily because many dealers slowed down construction as high prices dampened sentiment. The approvals process for land and no objection certificates (NOC) remains a big challenge.

Upon international crude prices becoming normal, retail LPG prices fell again from January 2009, sales started to recover, confidence amongst dealers picked up and the commissioning schedule began to get back on track. The Company is now targeting 100 operational stations by mid 2010-11.

Opportunities and Threats

The economy is expected to recover by the second half of FY10. As a result, Aegis is poised to expand in the logistics business again in the coming three years. The Oil PSUs are increasing their demand for petroleum product logistics in Mumbai with the expansion of their refineries. Chemical importers are also expanding. Margin pressures are present as competition from other terminal operators remains a threat. However, the Company continues to follow a strategy of providing a high quality flexible service.

The Industrial LPG/Propane business is slowing down due to substitution from cheaper natural gas

as the pipeline grid is extended. However, certain customers continue to prefer LPG for its ease of transportation.

The challenge for autogas retailing is to increase the penetration levels from the current 2-3% of 3 wheelers and 4 wheelers. While petrol prices continue to be set by the administered price regime rather than market determined prices, the full potential of auto LPG may not be realized. In addition, the continued mass use of illegal domestic cooking gas in autos significantly restricts auto LPG sales.

In the long term however, the size of the potential market is promising and efforts are being made in intensifying marketing and the spread of the network coverage. The Company is seeking to move into larger cities like Bangalore and Hyderabad where sales of auto LPG are very high.

Future Business Outlook

The Oil and Gas logistics business continues to show great potential as India's consumption of petroleum, LPG and chemicals increases.

The future for LPG growth will be mainly in auto LPG retailing as well as continuing to service the industrial sector and public sector oil companies requirements.

Internal Control Systems and their adequacy

The Company has a proper and adequate system of internal controls to ensure that all the assets are safeguarded, protected against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly. The company conducts audit of various departments based on an annual audit plan through an independent internal auditor and reports significant observations along with 'Action Taken Reports' to the Audit Committee from time to time. The views of the statutory auditors are also considered to ascertain the adequacy of the internal control system.

Human Resources Development

The Group employs 270 people. Aegis has in place a number of management development programmes for young leaders, middle management and senior management to enhance their skills.

Risk and Concerns

The Company derives most of its revenues from cargo volumes handled through two Pir Pau oil and chemical jetties at Mumbai port. Port congestion at Pir Pau continues to be a cause of concern. However, Mumbai Port Trust's proposed new chemical berth (expected to open in 2013) will alleviate this concern and allow continued growth in traffic. Aegis is exposed to specific risks that are particular to its businesses and environment within which it operates, including economic cycle, market risk, credit risk etc. Aegis manages these risks by following prudent business and risk management practices.

Government policy changes with respect to excise duty, customs duty, or regulation in the oil sector are unpredictable.

The oil subsidy regime and continued large-scale diversion of cooking gas cylinders into autos could adversely affect sales growth of Autogas.

Corporate Social Responsibility

During the year, Aegis through its sponsored NGO Anarde Foundation continued to work for rural upliftment all over India, alleviating poverty, and



improving the quality of life of the rural poor. The foundation was associated with a unique programme, WASMO, with the aim of providing water at the door step in villages. Indeed, a major focus continues to be water, with major projects in watershed management and trials of water purification systems in a number of villages carried out during the year.

Forward-Looking Statements

This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures, and financial results, are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized.

The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.



Five Years Financial Performance

(Rs. in Crores)

	2004-05	2005-06	2006-07*	2007-08*	2008-09*
Operating Results					
Operating Revenue	120.64	154.50	240.38	389.26	386.18
Earnings before Int., Depreciation, Tax	32.89	42.17	32.78	70.55	58.04
Interest	8.16	2.61	3.24	8.94	10.39
Depreciation	4.67	3.73	3.83	12.02	13.54
Profit before Tax	20.06	35.83	25.71	49.59	34.11
Tax	6.98	5.63	4.16	11.15	6.72
Profit after Tax	13.08	30.20	21.55	38.44	27.39
Financial Position					
Capital	16.29	16.31	16.31	19.91	19.79
Reserves (excl. Revaluation Reserve)	57.77	83.39	100.28	135.04	149.33
Net Worth	74.06	99.70	116.59	154.95	169.12
Total Debt	30.64	26.44	66.69	103.86	94.45
Deferred Tax Liability	6.90	7.26	7.57	23.64	21.02
Total Capital Employed	111.60	133.40	190.85	282.45	284.59
Net Fixed Assets (excl. Revaluation Reserve)	65.85	66.60	154.59	236.98	230.66
Investments	11.40	16.97	3.04	7.77	33.74
Net Working Capital	34.35	49.83	33.22	37.70	20.19
Total Net Assets	111.60	133.40	190.85	282.45	284.59
Ratios					
PAT to Operating Revenue %	10.84%	19.55%	8.96%	9.88%	7.09%
PAT on Net Worth %	17.66%	30.29%	18.48%	24.81%	16.20%
Debt : Equity	0.41	0.26	0.57	0.67	0.56
Current Ratio (incl. Inv. in Liquid MF)	2.58	2.86	1.61	1.62	1.63
EPS	8.00	18.48	13.19	19.28	13.82

* Aegis Group Consolidated figures

Notice

NOTICE is hereby given that the 52nd Annual General Meeting of the Members of AEGIS LOGISTICS LIMITED will be held on Friday, 31st July, 2009 at 11.00 a.m. at Hotel Galaxy, National Highway No.8, G.I.D.C., Vapi - 396 195, Dist. Valsad, Gujarat State to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2009 and Profit and Loss Account for the year ended on that date together with Directors and Auditors Report thereon.
2. To declare final dividend on Equity Shares.
3. To appoint a Director in place of Mr. A. M. Chandaria, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. D. J. Khimasia, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. R. J. Karavadia, who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint Deloitte Haskins & Sells, Chartered Accountants, as the Statutory Auditors of the Company from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

By order of the Board of Directors

Place : Mumbai
Dated : 30th May, 2009

J. N. Shah
Company Secretary

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 22nd July, 2009 to Friday, 31st July, 2009 (both days inclusive).
3. The Dividend, as recommended by the Board, if sanctioned at the ensuing Annual General Meeting will be paid to those members or their mandates whose names stand registered on the Company's Register of Members :
 - i. As Beneficial Owners as at the end of business day on Tuesday, 21st July, 2009 as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in demat form.
 - ii. As Members holding shares in Physical Mode as per Register of Members of the Company as on Tuesday, 21st July, 2009.
4.
 - i. Those Members who have not encashed their dividend warrants for the financial year 2001-02 to 2007-08 are requested to return the time barred dividend warrants or forward their claims to the Company.
 - ii. Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the Financial Year 2001-02 which shall remain unclaimed/unpaid for a period of 7 years from the date of transfer to the unpaid dividend account is due for transfer in October, 2009 and will be transferred to the Investor Education and Protection Fund constituted by the Central Government under Section 205C of the Companies Act, 1956. It may be noted that once the unclaimed dividend is transferred to the Government, as above, no claim shall lie in respect of such amount against the Company/Fund.
5. Shareholders holding shares in electronic mode may please note that the Company will accept and print on the dividend warrants, the bank details as furnished by the respective Depositories as advised by the

Securities and Exchange Board of India (SEBI). Any changes in your Bank details may be brought to the notice of the respective Depository Participant immediately.

Shareholders holding shares in physical form may avail the facility of Electronic Clearing Services (ECS) for receiving direct credit of dividend to their accounts with Banks for expeditious credit and to protect from loss, theft and postal delay of dividend warrant. Bank details for the said purpose may be given to the Company's Registrar and Share Transfer Agent alongwith a copy of duly cancelled cheque leaf.

6. Members holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential status etc. quoting their folio number(s) to Company's Registrar and Share Transfer Agent.
7. Shareholders seeking any information with regard to accounts are requested to write to the Company Secretary at the Corporate Office of the Company at least 10 days in advance, so as to keep the information ready at the Meeting.
8. Members may avail the facility of nomination in terms of Section 109A of the Companies Act, 1956 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Registrar and Share Transfer Agent.
9. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent for consolidation into single folio.

10. Brief resume of Directors being re-appointed :

- i. Mr. A. M. Chandaria Age : 74 Shareholding : Nil

Mr. A. M. Chandaria has a B.Sc. (Economics) Degree from London School of Economics and MBA from Harvard Business School, Cambridge, Mass, U.S.A. He is a Director of the Company since 1982. Mr. A. M. Chandaria has extensive work experience in Management Position for over four decades in Tanzania, Kenya, United Kingdom, Belgium, Thailand and India as well. He is a relative of the Chairman.

Other Directorships held : Nil

- ii. Mr. D. J. Khimasia Age : 68 Shareholding : Nil

Mr. D. J. Khimasia has been associated with the Company as Director since 1999. Mr. D. J. Khimasia is a Commerce and Law Graduate. He is a Businessman by profession and a Trader in Agricultural Produce. He has several years of experience in the field of Bulk Drugs, Plastics and Textiles.

Other Directorships held :

- i. Khimasia Plastic Pvt. Ltd.
- ii. Khimasia Rubber Industries Pvt. Ltd.
- iii. Jethalal Nemchand Export Pvt. Ltd.
- iv. Metochem Exports Pvt. Ltd.
- v. Sea Lord Containers Ltd.
- vi. Konkan Storage Systems (Kochi) Pvt. Ltd.
- vii. Hindustan Aegis LPG Ltd.

- iii. Mr. R. J. Karavadia Age : 62 Shareholding : 1422

Mr. R. J. Karavadia has been associated with the Company as Director since 1999. Mr. R. J. Karavadia is a B.Com and I.I.C.W.A. He has several years of experience in the field of Production, Personnel, Finance, Marketing, Purchase etc. He has held senior position in various Companies. Presently he is carrying on his own business as an indenter for Importers & Exporters of Chemicals and Minerals.

Other Directorships held :

- i. Nilgiri Investment Co. Pvt. Ltd.
- ii. Five Star Textiles Rags (India) Pvt. Ltd.
- iii. Samsara Herdo Solution Pvt. Ltd.

By order of the Board of Directors

Place : Mumbai
Dated : 30th May, 2009

J. N. Shah
Company Secretary

Directors' Report

To the Members of the Company

The Directors have pleasure in presenting the 52nd Annual Report and Audited Statement of Accounts of the Company for the year ended 31st March, 2009.

FINANCIAL PERFORMANCE

(Rs. in crores)

	2008-09	2007-08
Sales and Other Income	371.82	376.45
Gross Profit (before interest and depreciation)	47.32	61.79
Profit before tax	36.88	50.10
Provision for taxation – Current	8.87	5.21
– Fringe Benefit	0.25	0.28
– Deferred	(2.62)	8.64
– MAT Credit Entitlement	-	(3.12)
Net Profit after tax	30.38	39.09
Balance in P & L A/C	108.41	82.34
Profit available for distribution	138.79	121.43

OPERATING PERFORMANCE

The Company earned gross profit before interest, depreciation and tax of Rs. 47.32 crores during the financial year under review. Profits before tax stood at Rs. 36.88 crores. Net profit after tax was Rs.30.38 crores.

LIQUID LOGISTICS DIVISION

Revenues of the group for this division were broadly flat for the year at Rs. 70.60 crores (Rs. 68.30 crores year earlier). While the first half of the year saw revenues up by 23%, second half revenues fell. Q4 revenues, for example, were down almost 16% year on year. Many chemical and petrochemical customers curtailed imports from September 2008 as the global financial crisis tightened its grip. It was only by February 2009 that business began to return to normal. The Kochi terminal also became almost vacant as imports of chemicals and petroleum dried up in Kerala. Fortunately, business from petroleum companies remained strong throughout the year, somewhat compensating for the weakness in chemicals and petrochemicals handling.

The Company continues to put substantial efforts and resources into promoting Responsible Care. New six sigma projects to achieve world class quality were initiated during the year.

GAS DIVISION

The LPG division also saw flat revenues. The year witnessed large swings in international gas prices from \$1000/mt at one stage to \$400 as oil and gas prices crashed. Volumes were also hit after October 2008, as many industrial customers in the steel industry and petrochemicals shut down their production and stopped deliveries of gas. Some stabilization and recovery was seen however by January 2009.

The Company's rollout of its auto LPG network continued, but at a slower pace as potential new dealers began to find difficulty in raising funds with the credit crunch. In addition, existing sales volumes suffered in the first nine months of the year with high gas prices. Autogas sales did recover in the final quarter with a sharp drop in retail prices boosting demand.

DIVIDEND

For the financial year 2008-09 an interim dividend of 25% (Rs. 2.50 per share) was declared and paid.

The Directors are pleased to recommend Final Equity Dividend of 20% i.e. Rs.2/- per Share (previous year Rs.2.00 per Share) for the year ended 31st March, 2009, which if approved at the forthcoming Annual General Meeting will be paid in proportion to the amount paid up or credited as paid up to those Equity Shareholders of the Company whose names appear on the Register of Members as on book closure date.

SCHEME OF AMALGAMATION

The Scheme of Amalgamation of Tapi Finvest India Private Limited into the Company was approved by the Members and Creditors and further sanctioned by the Hon'ble High Court, Gujarat by its Order dated 6th May, 2009, with effect from the appointed date i.e. 1st April, 2008.

Accordingly, all the assets, liabilities, rights and obligations of the amalgamated company have been transferred to and vested into the Company at book value as appearing in the books of amalgamated company with effect from 1st April, 2008, being the Appointed Date. The Scheme has accordingly been given effect to in the financial statements.

In consideration and pursuant to the Scheme of Amalgamation new equity shares will be issued to the eligible shareholders of Tapi Finvest India Private Limited in the ratio of 137: 100 aggregating to 33,45,800 new equity shares, which will be listed on Bombay Stock Exchange Ltd and National Stock Exchange of India Ltd.

Pursuant to the sanction of the Scheme 34,63,125 equity shares held by Tapi Finvest India Private Limited in the Company have been cancelled /extinguished .

Upon the implementation of the Scheme of Amalgamation as above the Issued, Subscribed and Paid up equity shares of the Company stands reduced to 1,98,23,260 equity shares from 1,99,40,585 equity shares.

AUTHORISED SHARE CAPITAL

Pursuant to the Scheme of Amalgamation, the Authorised Share Capital of the Company has been increased by the authorized share capital of Tapi Finvest India Private Limited . Consequently the authorized capital of the company has been increased from Rs. 50 crores to Rs. 59 crores i.e from Rs. 49 crores to Rs.52 crores in case of Equity shares and from Rs. 1 crore to Rs. 7 crores in case of Preference shares.

OUTLOOK FOR THE COMPANY

While logistics revenues were weighed down by the impact of the global financial crisis from September 2008 and its impact on commodity prices and world trade, the Company is optimistic about the future for this business. With increased consumption of petroleum and chemicals in India, the scope for growth in logistics services is great. The Company has positioned itself as a leading player in the industry.

The prospects for the LPG business are also very positive. As India becomes richer, more LPG is being used. The primary growth for the Company remains in the auto LPG retail business where the focus will be on both expanding the network to 100 stations as well as increasing the penetration of auto LPG.

FINANCE / CREDIT RATING

The Company is in a sound financial position with key ratios indicating sound financials. Lower financial gearing coupled with increased Net Worth will enable the Company to undertake Greenfield projects.

As per BASEL II ratings, the Company has received AA- rating for the Fund based/ Term Loan facilities and PR1+ rating for the Non Fund based facilities.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Accounting Standard AS 21, issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements are provided in the Annual Report.

Ministry of Corporate Affairs, Government of India, vide letter no. 47/155/2009-CL III dated 25th March, 2009 has granted approval that the requirements to attach various documents in respect of subsidiary companies, as set out in Section 212(1) of Companies Act, 1956, shall not apply to the Company. Accordingly the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies

are not being attached with the Balance Sheet. Financial information of the subsidiary companies, as required by the said order, is disclosed in the Annual Report. The Consolidated Financial Statements presented by the Company include financial results of its subsidiary companies.

FIXED DEPOSITS

Fixed Deposits received from Shareholders, Employees and Public in general as at the close of the financial year amounted to Rs.4.73 crores . Deposits of Rs. 0.15 crores which fell due for repayment before the close of the financial year, remained unclaimed by the depositors at the close of the accounting year. There were no overdue deposits other than those unclaimed at the year end.

CORPORATE GOVERNANCE

A report on Corporate Governance, as stipulated under Clause 49 of the Listing Agreement together with certificate of compliance from the Auditors, forms part of this report.

LISTING OF EQUITY SHARES

The Company's Equity Shares are listed on the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. The Company has paid the Listing Fees for the period of 1st April, 2009 to 31st March, 2010.

The delisting application made to the Delhi Stock Exchange Association Ltd., pursuant to shareholders resolution dated 29th September, 2005 for voluntary delisting in compliance of SEBI Delisting Guidelines, is still pending with the Stock Exchange and hence the listing fees from the year 2007-08 onwards is not payable.

DIRECTORS

Mr. A. M. Chandaria, Mr. D. J. Khimasia and Mr. R. J. Karavadia retire by rotation and being eligible offer themselves for re-appointment.

AUDITORS

The Auditors of the Company M/s. Deloitte Haskins & Sells, Chartered Accountants, Mumbai, retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

The Company has received a letter from the Auditors to the effect that their appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such re-appointment within the meaning of Section 226 of the said Act.

The notes to accounts referred to in the Auditors' Report are self explanatory .

PARTICULARS OF EMPLOYEES

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

HEALTH, SAFETY & ENVIRONMENT (HSE) AND RESPONSIBLE CARE

The Company continues to achieve three coveted certifications, i.e. ISO 9001, ISO 14001 and OHSAS 18001. The audit by the delegates of Indian Chemical Council for Responsible Care is completed .The Company as ongoing process imparts various training to its executives through various workshops, seminars on HSE, some being organized by the Company personnel themselves. The Company continues to extend support to various Industry forums e.g. Bombay Chamber of Commerce and Industry, Indian Chemical Council etc. in the field of HSE and Infrastructure.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, EXPORTS & FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars required to be furnished pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 :

- (i) Part A & B of the Rules, pertaining to conservation of energy & technology absorption are not applicable to the Company.
- (ii) Foreign Exchange earnings & outgo are provided in Note No.B.11.E & B.11.G of Schedule 18 forming part of the Accounts.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors would like to inform the Members that the Audited Accounts for the financial year ended 31st March, 2009 are in full conformity with the requirement of the Companies Act, 1956. The Financial Results are audited by the Statutory Auditors, Messrs Deloitte Haskins & Sells.

The Directors further confirm that :

- (i) in the preparation of the Annual Accounts, the applicable accounting standards have been followed;
- (ii) the accounting policies are consistently applied and reasonable, prudent judgment and estimates are made so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profits of the Company for that period;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the Annual Accounts on a going concern basis.

APPRECIATION

The Board of Directors gratefully acknowledge the assistance and co-operation received from the authorities of Mumbai Port Trust, Bankers, Central and State Government Depts., Shareholders, Suppliers, Customers and the Employees.

For and on behalf of the Board

Place : Mumbai
Dated : 30th May, 2009

K. M. Chandaria
Chairman

Report on Corporate Governance

CORPORATE GOVERNANCE

The Company firmly believes in and continues to practice good Corporate Governance. The Company's essential character is shaped by the very values of transparency, professionalism and accountability. The Company continuously endeavours to improve on these aspects on an ongoing basis. In order to achieve this objective, the Company is driven by the following guiding principles:

- a. Improving the effectiveness of the Board of Directors in supervising management; and
- b. Improving the quality of information and communication with our stakeholders. The Company believes that these two principles will result in a better shareholders' value.

BOARD OF DIRECTORS

The Board of Directors of the Company comprises Chairman, Vice Chairman and Managing Director, Managing Director and Independent Directors. As on 31st March, 2009 the Company had Nine Directors. During the year under review 6 Board Meetings were held the dates being 29/05/2008, 29/07/2008, 27/09/2008, 31/10/2008, 30/01/2009 and 06/02/2009. Details of Directors & their attendance at the Board Meetings and Annual General Meeting are given below:

Sr. No.	Name of the Director	Status	No. of Shares held	No. of other Directorships (Refer Note 4)	No. of Chairmanship/ Membership in Board Committee across all the Companies (Refer Note No.5)		Attendance at	
					Chairman	Member	Board Meetings	Last AGM held on 27/09/2008
1	2	3	4	5	6		7	8
1.	Mr. K. M. Chandaria (Chairman)	NED-NI	—	2	1	1	3	Yes
2.	Mr. R. K. Chandaria (Vice – Chairman & Managing Director)	ED-NI	—	4	—	2	3	Yes
3.	Mr. A. K. Chandaria (Managing Director)	ED-NI	—	4	1	1	4	Yes
4.	Mr. A. M. Chandaria	NED-NI	—	—	—	—	—	—
5.	Mr. R. P. Chandaria	NED-I	—	1	—	—	2	—
6.	Mr. D. J. Khimasia	NED-I	—	3	3	2	5	—
7.	Mr. R. J. Karavadia	NED-I	1422	—	—	—	6	Yes
8.	Mr. K. S. Nagpal	NED-I	—	1	—	4	6	Yes
9.	Mr. V. H. Pandya	NED-I	—	4	1	2	5	Yes

- NOTES :
1. NED-I - Non Executive Director Independent
 2. NED-NI - Non Executive Director Non Independent
 3. ED-NI - Executive Director Non Independent
 4. No. of other Directorships excludes Directorships held in Private Limited Companies, foreign companies, section 25 companies.
 5. In accordance with Clause 49, Chairmanship / Membership of only Audit Committee and Shareholders'/Investors' Grievance Committee of all Public Limited Companies has been considered.

Brief Profile/Resume of the Directors seeking re-appointment is provided in Notice convening 52nd Annual General Meeting.

AUDIT COMMITTEE**Terms of reference :**

The Audit Committee is to oversee the Company's financial reporting process and disclosure of its financial information, to recommend the appointment of Statutory Auditors and fixation of their fees, to review and discuss with the Management & the Auditors about internal control systems, the scope of Audit including the observations of the Auditors, adequacy of the internal audit system, changes in accounting policies & practices and major accounting entries involving estimates, compliances with accounting standards and Listing Agreement entered into with the Stock Exchanges and other legal requirements concerning financial statements and related party transactions, if any, and discuss with the Internal Auditors any significant findings for follow-up thereon, to review the quarterly, half yearly and annual financial statements before they are submitted to the Board of Directors.

Minutes of the Audit committee Meetings are circulated to the Members of the Board, discussed and taken note of.

Composition, Names of Members and Chairperson :

Sr. No.	Name of the Director	Status	No. of Meetings attended	Date of Audit Committee Meeting
1	Mr. D. J. Khimasia (Chairman)	NED-I	4	29/05/2008
2	Mr. K. M. Chandaria	NED-NI	2	29/07/2008
3	Mr. K. S. Nagpal	NED-I	4	31/10/2008
				30/01/2009

NOTE : NED-I - Non Executive Director Independent
NED-NI Non Executive Director Non-Independent

SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE

Non-Executive Director heading the Committee	:	Mr. K. M. Chandaria
Compliance Officer	:	Ms. J. N. Shah, Company Secretary
No. of Complaints received during the year	:	79
No. of Complaints remaining un-resolved	:	Nil
No. of Pending Share Transfers (as on 31.03.2009)	:	Nil

Complaints/Correspondences are usually dealt expeditiously and as on 31st March, 2009 no complaint is pending.

REMUNERATION TO DIRECTORS

The remuneration of the Managing Director is approved by the Board of Directors and the Shareholders. Hence no separate Remuneration Committee has been constituted.

In the Annual General Meeting held on 27th September, 2008 the Shareholders had approved the appointment of Mr. R. K. Chandaria as Vice Chairman & Managing Director and Mr. A. K. Chandaria as Managing Director for a period of five years w.e.f. 31st March, 2008 without remuneration. The Company has made application to the Central Government for the appointment of both the Managing Directors under section 269 read with Schedule XIII of the Companies Act, 1956. The approval of the Central Government is awaited. The Shareholders thereafter through postal ballot, of which results were declared on 25th March, 2009 approved the payment of commission not exceeding 5% of the Net Profit each, as computed under the Companies Act, 1956, to the Managing Directors w.e.f. 1st April, 2008 till the term of their office.

The Board of Directors has approved payment of commission @ 3% of the Net Profits each for the year ended 31st March, 2009 to both the Managing Directors. Detailed computation of which is provided in the relevant notes to the accounts.

	Commission payable Amount (Rs. in lacs)
Mr. R. K. Chandaria, Vice Chairman & Managing Director	123.57
Mr. A. K. Chandaria, Managing Director	123.57

Both the Managing Directors are relatives of the Chairman.

The sitting fees paid to Non-Executive Directors is Rs.10,000/- for each Board Meeting attended by them. Those Non-Executive Directors who are Members of other Committees viz. Share Transfer Committee, Audit Committee, Shareholders Grievance Committee are paid sitting fees of Rs.1,000/- for each such Committee Meeting attended by them.

GENERAL BODY MEETING

Details of last three Annual General Meetings (AGM) :

Financial Year	Date	Venue	Time
31/03/2006	21/09/2006	Hotel Galaxy Inn, National Highway No.8, Near Koparli Road, G.I.D.C., Vapi 396 195, Dist. Valsad, Gujarat.	11.30 a.m.
31/03/2007	11/09/2007	Same as above	11.30 a.m.
31/03/2008	27/09/2008	Same as above	11.30 a.m.

No Special Resolution was passed during last three Annual General Meetings.

No Special Resolution was passed at the last Annual General Meeting which falls under the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001. Further, no resolution is proposed to be conducted through Postal Ballot at the ensuing Annual General Meeting.

The Company had during the year passed resolutions through Postal Ballot one of which was a Special Resolution and the result thereof was declared on 25th March, 2009.

DISCLOSURES

The Company has complied with the requirements of Stock Exchanges or SEBI or any Statutory Authority related to Capital Markets during the last three years.

There were no materially significant related party transactions with its Promoters, Directors, the Management or relatives that have a potential conflict with the interest of the Company at large. Transactions with related parties as per requirements of Accounting Standard 18 "Related Party Disclosures" are disclosed in note 7 of Schedule B to the Accounts in the Annual Report. Pursuant to the Scheme of Amalgamation between Tapi Finvest India Private Limited and the Company, as sanctioned by the Hon'ble High Court Gujarat vide its Order dated 6th May, 2009, Tapi Finvest India Private Limited amalgamated with the Company and the Appointed Date is 1st April, 2008, refer note 10 of Schedule B to the Accounts in the Annual Report.

The Board is kept informed about the risk assessment and minimization procedures.

There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence, the question of penalties or strictures being imposed by SEBI or the Stock Exchanges does not arise.

MEANS OF COMMUNICATION

The Quarterly/Half yearly Unaudited Financial Results and Audited Financial Results are published in :

English Editions	Regional (Gujarati) Editions
Financial Express	Daman Ganga Times

As per the requirements of Clause 51 of Listing Agreement, the Quarterly Financial Results, Shareholding Pattern were uploaded on SEBI's website at <http://sebidifair.nic.in>

The Results are also displayed on the Company's website at www.aegisindia.com

The Shareholders can email their grievances at secretarial@aegisindia.com.

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

GENERAL SHAREHOLDER INFORMATION**52nd Annual General Meeting Date, Time and Venue**

Date	Time	Venue
31st July, 2009	11.00 a.m.	Hotel Galaxy, National Highway No.8, G.I.D.C., Vapi 396 195, Dist. Valsad, Gujarat.

Financial Calendar

Financial Year	:	1st April, 2009 to 31st March, 2010
1st Quarter Results (April – June, 2009)	:	By last week of July, 2009
2nd Quarter Results (July – September, 2009)	:	By last week of October, 2009
3rd Quarter Results (October – December, 2009)	:	By last week of January, 2010
4th Quarter Results (January – March, 2010)	:	By last week of April, 2010
OR		OR
Audited Results for the year ended 31st March, 2010	:	By 30th June, 2010
Annual General Meeting for the Financial Year 2009-10	:	By September, 2010
Book Closure	:	22nd July, 2009 to 31st July, 2009 (Both days inclusive)
Dividend Payment Date	:	Before 30th August, 2009

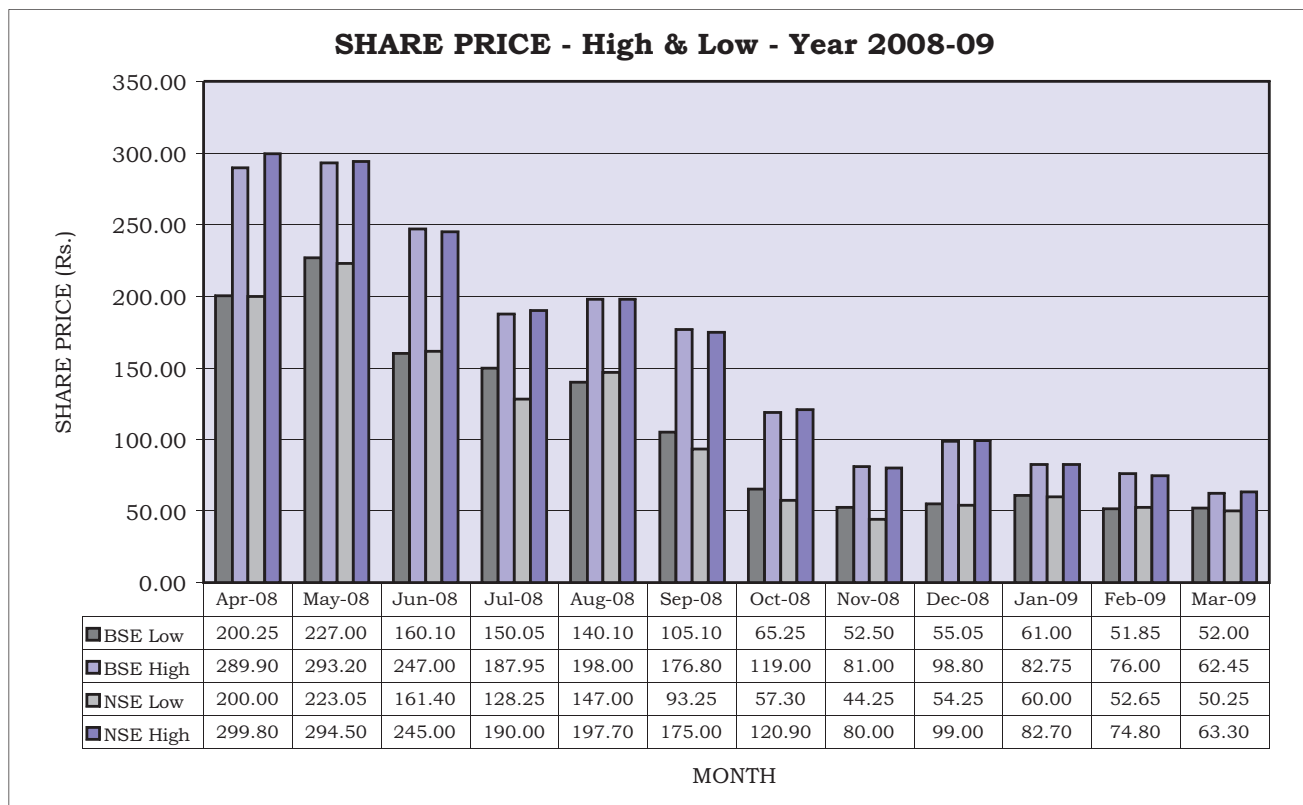
Listing on Stock Exchanges

The Shares of the Company are listed on :

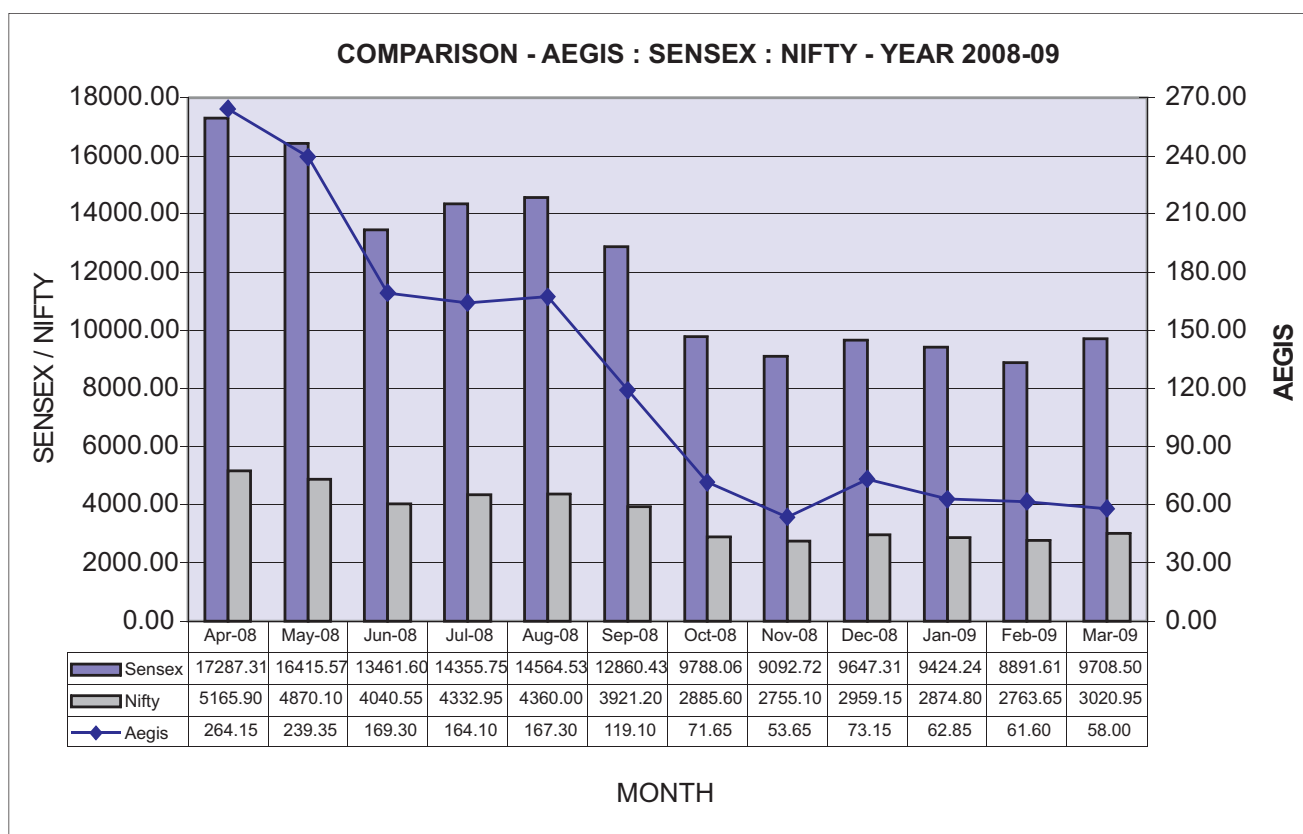
Shares listed at	Stock Code
Bombay Stock Exchange Ltd.	500003
National Stock Exchange of India Ltd.	AEGISCHEM

Annual Listing Fees for the year 2009-10 have been paid. The delisting application to Delhi Stock Exchange, pursuant to Shareholders resolution dated 29th September, 2005, for voluntary delisting in compliance of SEBI Delisting Guidelines, is still pending and hence the listing fees from the year 2007-08 onwards is not payable.

Market Price Data



Performance in comparison to broad-based indices - BSE Sensex - NSE Nifty



Share Transfer System

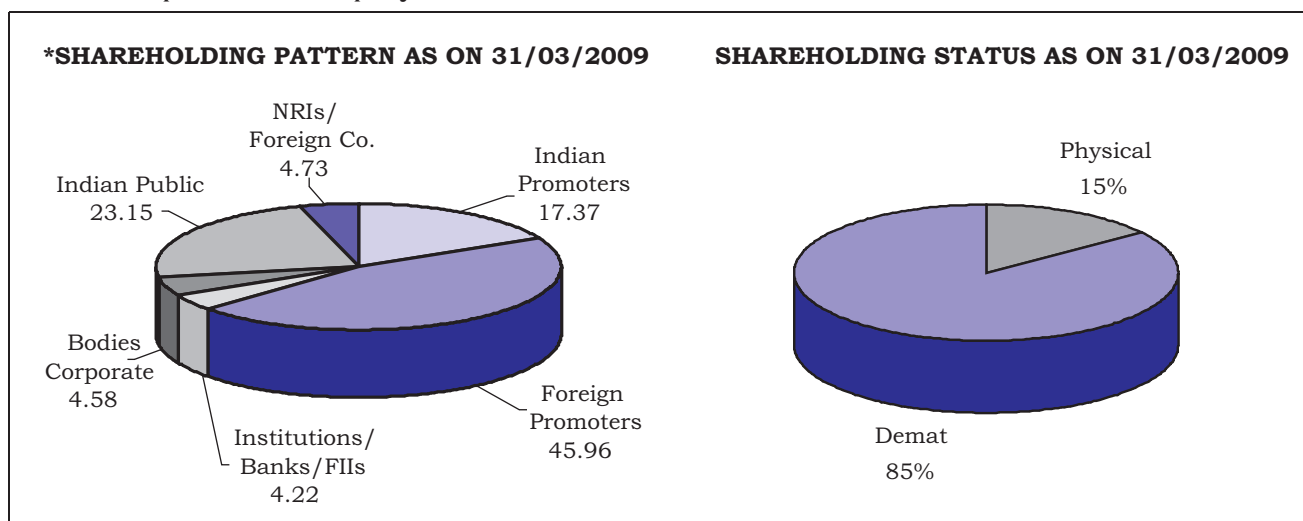
1. The Registrar & Share Transfer Agent, after processing valid Share Transfer Forms, forwards the Transfer Register for the approval of the Share Transfer Committee;
2. The said Committee meets fortnightly and approves the Share Transfers;
3. The Share Transfer Register duly signed by Committee Members is forwarded to the Registrar;
4. The Registrar immediately thereafter dispatches the Share Certificates duly endorsed to the Transferee;
5. The Company obtains from a Company Secretary in whole time practice half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchange(s) and files a copy of the certificate with the Stock Exchange(s).

Distribution of Shareholding as on 31st March, 2009*

Range	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	25982	95.762	2611089	13.095
501 - 1000	703	2.591	534142	2.679
1001 - 2000	240	0.885	352002	1.765
2001 - 3000	70	0.258	176118	0.883
3001 - 4000	37	0.136	128247	0.643
4001 - 5000	25	0.092	114727	0.575
5001 - 10000	37	0.136	272363	1.366
10001 - 999999998	38	0.140	15751897	78.994
TOTAL	27132	100.000	19940585	100.000

Dematerialisation of Shares and Liquidity*

The Company's ISIN No. is INE 208C01017. As on 31st March, 2009, 16935077 Equity Shares being 85% of the Share Capital of the Company are in dematerialized form.



* Above shares are before cancellation of shares held by Tapi Finvest (India) Private Limited (TFIPL) into the Company. TFIPL amalgamated into the Company as mentioned in earlier paragraph.

Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity

There are no such outstanding instruments.

Non-Mandatory Requirements

1. The Company has non-executive Chairman. He is reimbursed travel expenses incurred by him to attend Board Meeting of the Company.
2. The Company has not formulated any formal Whistler Blower Policy and that no personnel has been denied access to Audit Committee.

Registrar & Share Transfer Agent/Plant Locations/Address for Correspondence

Registrar & Share Transfer Agent*	Plant Location	Address for Correspondence
Sharepro Services India Pvt. Ltd. 13 AB Samhita Warehousing Complex, 2nd Floor, Near Sakinaka Telephone Exchange, Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072.	Aegis Logistics Ltd. Plot No.72, Mahul Village, Trombay, Mumbai – 400 074.	Aegis Logistics Limited 403, Peninsula Chambers, Peninsula Corporate Park, G. K. Marg, Lower Parel (W), Mumbai – 400 013.

* Kindly note the new address of the Transfer Agent.

CERTIFICATE

Auditors' certificate to the Members of Aegis Logistics Limited on compliance of the conditions of corporate governance for the year ended 31st March, 2009, under clause 49 of the listing agreements with relevant stock exchanges.

We have examined the compliance of conditions of Corporate Governance by Aegis Logistics Limited ("the Company") for the year ended 31st March 2009, as stipulated in Clause 49 of the Listing Agreements of the said Company with relevant Stock Exchanges (hereinafter referred to as clause 49).

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 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 and representation made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

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 DELOITTE HASKINS & SELLS
Chartered Accountants

R. LAXMINARAYAN
Partner
Membership No: 33023

Place : Mumbai
Dated: 30th May, 2009.

DECLARATION

All the Directors and Senior Management personnel have affirmed compliance with the Code of Conduct, as laid down by the Company for the financial year ended 31st March, 2009.

For AEGIS LOGISTICS LTD.

A. K. Chandaria
Managing Director

Place : Mumbai
Dated: 30th May, 2009.

AUDITORS' REPORT

TO THE MEMBERS OF AEGIS LOGISTICS LIMITED

1. We have audited the attached Balance Sheet of Aegis Logistics Limited ("the Company") as at 31st March, 2009 and also the Profit and Loss account and the Cash Flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 we enclose in the Annexure, a Statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, the Profit and Loss account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, the Profit and Loss account and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors as on 31st March, 2009 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
 - f) Without qualifying our opinion we draw attention to Note No. B (5) (i) of Schedule 18 regarding provision of Rs. 247.13 lacs made in the books for commission by way of percentage of net profits of the Company payable to the managing directors being dependent upon the grant of approval by the Central Government of their appointments as the managing directors.
 - g) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2009;
 - ii) in the case of the Profit and Loss account, of the profit for the year ended on that date; and
 - iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For DELOITTE HASKINS & SELLS
Chartered Accountants

R. LAXMINARAYAN
Partner

Place : Mumbai
Dated: 30th May, 2009.

Membership No: 33023

Annexure to the Auditors' Report

Referred to in paragraph 3 of our report of even date on the accounts for the year ended 31st March, 2009 of Aegis Logistics Limited.

- (i) The nature of the Company's activities during the year has been such that clauses (xiii) and (xiv) of paragraph 4 of the Order are not applicable to the Company for the year.
- (ii) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) All the fixed assets have not been physically verified by the management during the year but there is a regular program of verification which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. Accordingly, the management during the year has conducted a physical verification of certain fixed assets. We are informed that no material discrepancies were noticed by the management on such verification.
 - (c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
- (iii) In respect of its inventories:
 - (a) As explained to us, inventories were physically verified during the year by the management at reasonable intervals.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of its inventories and discrepancies noticed on verification between the physical stocks and the book records were not material in relation to the operations of the Company.
- (iv) According to the information and explanations given to us the Company has not granted or taken any loans, secured or unsecured, to or from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act 1956.

In view of what has been stated above, sub-clauses (b), (c), (d), (f) and (g) of clause (iii) of paragraph 4 of the Order are not applicable to the Company for the year.
- (v) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and for the sale of goods and services. Further on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control systems.
- (vi) According to the information and explanations given to us, there are no contracts or arrangements that need to be entered into a Register in pursuance of Section 301 of the Companies Act, 1956. Hence, we have no comments to offer in respect of clause v (b) of the Order.
- (vii) In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public.

We were informed that no Order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.

- (viii) In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
- (ix) We are informed that maintenance of Cost Records has not been prescribed by the Central Government under Section 209(1) (d) of the Companies Act, 1956 for any of the products of the Company.
- (X) In respect of statutory dues :
- (a) According to the information and explanations given to us, the Company has been generally regular in depositing undisputed material statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income tax, Sales tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues applicable to it with the appropriate authorities during the year.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income tax, Wealth tax, Service Tax, Sales tax, Custom duty, Excise duty and cess were outstanding as at 31st March, 2009 for period of more than six months from the date they became payable.
- (c) According to the records of the Company, there are no dues of Sales tax, Income tax, Custom duty, Wealth tax, Service Tax, Excise duty and Cess, which have not been deposited on account of any dispute.
- (xi) The Company has no accumulated losses as at 31st March, 2009 and has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions or banks during the year. The Company has not issued debentures.
- (xiii) 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.
- (xiv) The Company has given guarantees amounting to Rs. 8,750 lacs for loans taken by a subsidiary and an associate from banks. In our opinion and according to the information and explanations given to us, the terms and conditions, of such guarantees, are not prima facie prejudicial to the interest of the Company.
- (xv) In our opinion and according to the information and explanations given to us, the term loans availed by the Company were, prima facie, applied by the Company during the year for the purposes for which the loans were obtained, other than temporary deployment pending application.
- (xvi) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term investment.
- (xvii) The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956 during the year.
- (xviii) The Company has not borrowed any monies through issue of debentures. Hence, the requirement of reporting on creation of security in respect of debentures issued under clause (xix) of paragraph 4 of the Order does not arise.
- (xix) The Company has not raised any money by public issue during the year.
- (xx) According to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For DELOITTE HASKINS & SELLS
Chartered Accountants

R. LAXMINARAYAN
Partner

Place : Mumbai
Dated: 30th May, 2009.

Membership No: 33023

Balance Sheet as at 31st March, 2009

	Schedule	Rupees in lacs	As At 31st March, 2009 Rupees in lacs	As At 31st March, 2008 Rupees in lacs
I. SOURCES OF FUNDS:				
1. Shareholders' funds :				
(a) Capital	1	1,644.41		1,990.70
(b) Capital Suspense Account	1A	334.58		-
(c) Reserves and Surplus	2	15,490.87		13,764.31
			17,469.86	15,755.01
2. Loan funds :				
(a) Secured Loans	3	2,521.42		3,481.35
(b) Unsecured Loans	4	473.45		454.55
			2,994.87	3,935.90
3. Deferred Tax Liability (Net)			2,102.35	2,364.29
TOTAL			22,567.08	22,055.20
II. APPLICATION OF FUNDS:				
1. Fixed Assets :	5			
(a) Gross Block		20,899.43		20,501.84
(b) Less: Depreciation		8,879.02		7,961.70
(c) Net Block		12,020.41		12,540.14
(d) Capital Work-In-Progress		657.01		98.68
			12,677.42	12,638.82
2. Investments	6		5,359.23	2,122.94
3. Current Assets, Loans and advances :				
(a) Inventories	7	495.37		1,162.79
(b) Sundry Debtors	8	2,162.86		3,876.28
(c) Cash and Bank Balances	9	3,177.08		2,240.93
(d) Loans and Advances	10	4,435.43		5,101.81
		10,270.74		12,381.81
Less : Current Liabilities and Provisions :	11			
(a) Current Liabilities		4,572.87		4,492.26
(b) Provisions		1,167.44		596.11
		5,740.31		5,088.37
Net Current Assets			4,530.43	7,293.44
TOTAL			22,567.08	22,055.20
Significant Accounting Policies and Notes on accounts	18			

Schedules 1 to 11 and 18 annexed hereto form part of these accounts

As per our Attached Report of even date

For Deloitte Haskins & Sells
Chartered AccountantsR. Laxminarayan
PartnerJ. N. Shah
Company SecretaryPlace: Mumbai
Dated: 30th May, 2009

For and on behalf of the Board of Directors

K. M. Chandaria Chairman

A. K. Chandaria Managing Director

D. J. Khimasia	} Directors
R. J. Karavadia	
K. S. Nagpal	
V. H. Pandya	

Profit and Loss Account for the year ended 31st March, 2009

	Schedule	Rupees in lacs	Current Year Rupees in lacs	Previous Year Rupees in lacs
INCOME				
Operating Revenue				
Sales		30,043.37		29,969.49
Service Revenue		6,789.31		7,418.35
			36,832.68	37,387.84
Other Income	12		349.64	257.63
TOTAL			37,182.32	37,645.47
EXPENDITURE				
Material Costs	13		27,421.74	26,665.24
Operating Expenses	14		1,525.45	1,372.87
Employment Costs	15		1,425.26	1,354.84
Administrative, Selling & General Expenses	16		2,078.17	2,073.71
Interest and Finance Charges (net)	17		127.22	272.65
Depreciation		924.33		898.77
Less: Transferred to Capital Work in Progress		7.45		2.99
			916.88	895.78
TOTAL			33,494.72	32,635.09
Profit before Tax			3,687.60	5,010.38
Provision for Taxation :				
Current Tax		863.00		558.15
(including Wealth tax Rs. 0.95 lacs , Previous Year Rs. 0.92 lacs)				
M.A.T. Credit Entitlement		-		(311.92)
Fringe Benefit Tax		25.44		27.50
Deferred Tax		(261.94)		864.27
			626.50	1,138.00
Short / (Excess) Provision for tax of earlier years			23.64	(37.05)
Profit after Tax			3,037.46	3,909.43
Balance in Profit and Loss Account Brought Forward			10,704.48	8,234.37
Transferred during the year pursuant to Scheme of Amalgamation			137.24	-
(Refer Note No. B.10 of Schedule 18)				
Amount available for appropriation			13,879.18	12,143.80

Profit and Loss Account for the year ended 31st March, 2009 (Contd.)

Schedule	Rupees in lacs	Current Year Rupees in lacs	Previous Year Rupees in lacs
APPROPRIATIONS			
Transferred to General Reserve		317.48	390.95
Interim Dividend		-	497.94
Proposed Interim Dividend (Refer Note B.10(v) of Schedule 18)		411.41	-
Corporate Dividend Tax thereon		84.63	84.63
Interim Dividend Paid by Amalgamating Company (Refer Note B.10 of Schedule 18)		48.84	-
Corporate Dividend Tax thereon		8.30	-
Proposed 2nd Interim Dividend by Amalgamating Company (Refer Note B.10 of Schedule 18)		73.27	-
Corporate Dividend Tax thereon		12.45	-
Corporate Dividend Tax on Preference Dividend by Amalgamating Company (Refer Note No. B.10 (iv) of Schedule 18)		3.26	-
Proposed Dividend - Final		396.47	398.14
Corporate Dividend Tax thereon		67.38	67.66
Balance Carried to Balance Sheet		12,455.69	10,704.48
TOTAL		13,879.18	12,143.80
Basic & Diluted Earnings per Equity Share (Face value Rs.10) (Refer to Note B.8 of Schedule 18)		15.32	19.61

Significant Accounting Policies and Notes on accounts **18**

Schedules 12 to 18 annexed hereto form part of these accounts

As per our Attached Report of even date

For Deloitte Haskins & Sells
Chartered Accountants

R. Laxminarayan
Partner

J. N. Shah
Company Secretary

Place: Mumbai
Dated: 30th May, 2009

For and on behalf of the Board of Directors

K. M. Chandaria *Chairman*

A. K. Chandaria *Managing Director*

D. J. Khimasia
R. J. Karavadia
K. S. Nagpal
V. H. Pandya } *Directors*

Cash Flow Statement for the year ended 31st March, 2009

	Rupees in lacs	Current Year Rupees in lacs	Previous Year Rupees in lacs
A. Cash Flow from Operating Activities:			
Profit Before Tax		3,687.60	5,010.38
Adjustments for:			
Depreciation	916.88		895.78
Interest Expenses (Net)	127.22		272.65
Dividend Income	(277.64)		(134.13)
Diminution in value of Current Investments	183.11		40.14
Expenses on Scheme of Amalgamation	(9.00)		-
Sundry Balances written back (net)	-		(22.42)
Provision for doubtful debts	13.28		17.55
Sundry Debit Balance/irrecoverable advances written off	10.10		-
Loss on sale of Fixed Assets	5.59		3.22
(Profit) on sale of Current Investments	(2.34)		(10.93)
		967.20	1,061.86
Operating Profit Before Working Capital Changes		4,654.80	6,072.24
Decrease/(Increase) in Trade and Other Receivables	1,552.60		(1,598.90)
Decrease/(Increase) in Inventories	667.42		(504.58)
Increase in Trade and Other Payables	78.69		1,401.59
(Decrease)/Increase in Leave Encashment	(5.76)		2.00
(Decrease)/Increase in Gratuity	(2.18)		30.92
		2,290.77	(668.97)
Cash Generated from Operations		6,945.57	5,403.27
Direct Taxes Paid		(615.25)	(608.42)
Net Cash Flow from Operating Activities	A	6,330.32	4,794.85
B. Cash Flow from Investing Activities:			
Purchase of Fixed Assets	(963.63)		(707.43)
Sale of Fixed Assets	2.56		3.06
Purchase of Long Term Investments	(404.36)		(530.77)
Sale of Long Term Investments	-		160.00
Sale of Current Investments	23,170.96		20,902.97
Purchase of Current Investments	(25,580.89)		(21,014.18)
(excluding reinvestment of dividend Rs. 174.16 lacs ; Previous year Rs. 128.38 lacs)			
Balance with Scheduled banks of Demerged Undertaking taken over	-		7.48
Balance with Scheduled banks(Overdraft) of Demerged Undertaking taken over	-		(15.00)
Balance with Scheduled banks of Amalgamating Company taken over	18.42		-
Loan to a Company	20.75		(20.75)
Loan to Subsidiaries	(192.90)		(493.41)
Interest Received	353.18		373.86
Dividend Received (excl. reinvestment of dividend Rs. 174.16 lacs ; Previous Year Rs. 128.38 lacs)	50.17		5.79
Net Cash used in Investing Activities	B	(3,525.74)	(1,328.38)

Cash Flow Statement for the year ended 31st March, 2009 (Contd.)

	Rupees in lacs	Current Year Rupees in lacs	Previous Year Rupees in lacs
C. Cash Flow from Financing Activities:			
(Decrease) in Term and Other Borrowings (net)	(941.03)		(1,697.44)
Receipt of Calls in Arrears on Equity Shares (including Share Premium)	0.04		0.35
Dividend Paid (including tax on Distributed Profit) - Final	(462.17)		(460.00)
Dividend Paid (including tax on Distributed Profit) - Interim	(60.94)		(582.57)
Interest Paid	(483.46)		(658.78)
Net Cash used in Financing Activities C		<u>(1,947.56)</u>	<u>(3,398.44)</u>
Net Increase in Cash and Cash Equivalents A+B+C		857.02	68.03
Cash and Cash Equivalents as at the end of the year:			
- Cash & Balances in Current Accounts with Banks	333.53		268.46
- Deposits with Banks and Interest Accrued thereon	<u>2,449.37</u>		<u>1,657.42</u>
	2,782.90		1,925.88
Less: Cash and Cash Equivalents as at the beginning of the year	<u>1,925.88</u>		<u>1,857.85</u>
Net Increase in Cash and Cash Equivalents		<u>857.02</u>	<u>68.03</u>

- Note: (1) Cash and Cash Equivalents do not include Fixed Deposits with Banks as Margin Money and as Escrow.
 (2) Figures in bracket denote outflow of cash.
 (3) The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Accounting Standard (AS - 3) "Cash Flow Statements".

As per our Attached Report of even date

For Deloitte Haskins & Sells
Chartered AccountantsR. Laxminarayan
PartnerJ. N. Shah
Company SecretaryPlace: Mumbai
Dated: 30th May, 2009

For and on behalf of the Board of Directors

K. M. Chandaria Chairman

A. K. Chandaria Managing Director

D. J. Khimasia	} Directors
R. J. Karavadia	
K. S. Nagpal	
V. H. Pandya	

Schedules 1 to 18 Forming Part of Balance Sheet and Profit & Loss Account

SCHEDULE:1 SHARE CAPITAL**Authorised:**

5,20,00,000 (*Previous Year 4,90,00,000*) Equity Shares of Rs.10 each
(Refer Note No. B.10 (iii) (i) of Schedule 18)

1,00,000 13.5% Cumulative Redeemable Preference Shares of Rs. 100 each

60,00,000 (*Previous Year Nil*) Redeemable Preference Shares of Rs.10/- each
(Refer Note No. B.10 (iii) (i) of Schedule 18)

Issued :

1,99,40,585 Equity Shares of Rs.10 each

Subscribed and Paid up :

1,99,40,585 Equity Shares of Rs.10 each fully called up
Less: 34,63,125 Equity shares of Rs.10 each fully paid up held by Transferor company cancelled pursuant to the scheme of amalgamation
(Refer Note No. B.10 (iii) (f) of Schedule 18)

Less: Calls / allotment monies unpaid - By Others

TOTAL

**As At 31st
March, 2009
Rupees
in lacs**

**As At 31st
March, 2008
Rupees
in lacs**

5,200.00

4,900.00

100.00

100.00

600.00

-

5,900.00

5,000.00

1,994.06

1,994.06

1,994.06

1,994.06

346.31

-

3.34

3.36

1,644.41

1,990.70

Notes :

Of the above Shares:

- 20,000 Equity Shares of Rs.10 each fully paid up allotted in earlier year have been issued to two non resident companies against their deposits. The said deposits were utilised towards import of capital goods.
- 8,20,000 Equity Shares of Rs. 10 each were allotted in earlier years as fully paid up by way of Bonus Shares by capitalisation of General Reserve.
- 74,900 Equity Shares of Rs. 10 each were allotted on 11th March, 1981 as fully paid up without payment being received in cash pursuant to the scheme of amalgamation sanctioned by order of the High Court of Gujarat dated 16th December, 1980.
- 2,81,000 Equity Warrants have been converted into Equity Shares during the year 1995-96.
- 11,83,400 Equity Shares of Rs.10 each have been allotted as fully paid up and issued to Shareholders of erstwhile Amit Alcohol and Carbon Dioxide Ltd. on amalgamation without payment being received in cash pursuant to the scheme of amalgamation sanctioned by order of the High Court of Gujarat dated 2nd April, 1997.
- 36,00,001 Equity Shares of Rs.10 each have been allotted as fully paid up and issued to Shareholders of Hindustan Aegis LPG Limited on demerger of Throughput Activity Undertaking into the company without payment being received in cash pursuant to the scheme of arrangement sanctioned by order of the High Court of Gujarat dated 12th February, 2008.

SCHEDULE 1A : SHARE CAPITAL SUSPENSE ACCOUNT

Represents 33,45,800 equity shares (*previous year Nil*) of Rs.10/- each to be allotted as fully paid for consideration other than cash as per the terms of amalgamation to the shareholders of the amalgamating company
(Refer Note No. B.10 (iii) (e) of Schedule 18)

TOTAL

**As At 31st
March, 2009
Rupees
in lacs**

**As At 31st
March, 2008
Rupees
in lacs**

334.58

-

334.58

-

Schedules (Contd.)

	Rupees in lacs	As At 31st March, 2009 Rupees in lacs	As At 31st March, 2008 Rupees in lacs
SCHEDULE 2: RESERVES AND SURPLUS			
Capital Reserve			
As per Last Balance Sheet		53.99	53.99
Capital Reserve (Demerger)			
As per Last Balance Sheet	706.77		-
Add: Surplus on account of Demerger of Throughput Undertaking of Hindustan Aegis LPG Limited into the Company	-		1,219.31
Less: Deficit on account of merger of Tapi Finvest India Private Limited into the company (Refer Note No. B.10 (iii) (f) & (g) of Schedule 18)	506.54		-
Less: Diminution in value of investments held in Hindustan Aegis LPG Limited on Demerger of its Undertaking	-		512.54
		200.23	706.77
Capital Redemption Reserve			
Transferred pursuant to Scheme of Amalgamation (Refer Note No. B.10 of Schedule 18)		160.00	-
Securities Premium Account			
As per Last Balance Sheet	1,363.83		1,363.55
Add: Received during the year	0.02		0.28
		1,363.85	1,363.83
Note: Securities Premium on Call / Allotment Monies Unpaid Rs.7.38 lacs (Previous Year Rs.7.40 lacs)			
General Reserve			
As Per Last Balance Sheet	935.24		570.93
Less: Adjustment in respect of Provision for Employee benefit relating to past services.	-		26.64
Add: Transferred pursuant to Scheme of Amalgamation (Refer Note No. B.10 of Schedule 18)	4.39		-
Add: Transferred from Profit and Loss Account	317.48		390.95
		1,257.11	935.24
Balance in Profit and Loss Account		12,455.69	10,704.48
TOTAL		15,490.87	13,764.31
SCHEDULE 3: SECURED LOANS			
Term Loans			
(A) From Financial Institutions:			
(i) Secured by mortgage of specific immovable properties of the Company situated at Trombay and Vapi ranking paripassu and hypothecation of movable properties of the Company; subject to prior charge in favour of bankers for Working Capital Loans		107.69	538.46
(ii) Secured by mortgage of specific immovable office property, furniture & fixtures therein, situated at Mumbai.		56.22	125.81
(B) From Bank:			
(i) Secured by mortgage of specific immovable properties of the Company situated at Trombay and Vapi ranking paripassu and hypothecation of movable properties of the Company; subject to prior charge in favour of bankers for Working Capital Loans		1,700.00	1,700.00
(ii) Secured by mortgage of specific immovable properties of the Company situated at Trombay.		657.51	1,117.08
TOTAL		2,521.42	3,481.35
SCHEDULE 4: UNSECURED LOANS			
Fixed Deposits			
(Due within one year Rs.134.45 lacs ; Previous Year Rs.156.40 lacs)		473.45	454.55
TOTAL		473.45	454.55

Schedules (Contd.)

SCHEDULE 5: FIXED ASSETS

(Rupees in lacs)

	G R O S S - B L O C K			D E P R E C I A T I O N			N E T B L O C K	
	As At 1st April, 2008	Additions	Adjustment	Deductions	As At 31st March, 2009	For the year	As At 31st March, 2009	As At 31st March, 2008
Tangible Assets								
Freehold Land	425.82	-	-	-	-	-	425.82	425.82
Leasehold Land	223.53	-	-	-	10.44	7.45	213.09	220.54
Buildings	1,973.27	57.54	-	-	267.60	32.79	1,763.21	1,738.46
Plant And Machinery	17,257.64	177.49	-	-	8,244.39	822.89	9,190.74	9,836.14
Furniture And Fixtures	97.92	110.68	-	-	59.47	11.46	149.13	49.91
Office Equipments	267.94	34.32	-	-	185.38	26.15	116.88	108.71
Vehicles	227.44	14.68	-	15.16	88.68	19.66	138.28	151.41
Intangible Assets								
Software Acquired	28.28	18.04	-	-	23.06	3.93	23.26	9.15
TOTAL	20,501.84	412.75	-	15.16	8,879.02	924.33	12,020.41	
Previous Year	9,035.78	666.58	10,819.26	19.78	20,501.84	898.77	7,961.70	12,540.14
Capital Work-In-Progress								
							657.01	98.68
							TOTAL 12,677.42	12,638.82

NOTES:

- (1) Gross Block is at cost.
- (2) Buildings include **Rs. 5.58 lacs** for premises in a Co-operative Society against which the shares of the face value of Rs. 500 are held under the bye-laws of the society.

Schedules (Contd.)

		As At 31st March, 2009 Rupees in lacs	As At 31st March, 2008 Rupees in lacs
SCHEDULE 6: INVESTMENTS			
A. LONG TERM INVESTMENTS (FULLY PAID UP, AT COST):			
1	Investment in Government Securities (Unquoted) Government Securities of the Face Value of Rs. 0.48 lacs (Previous Year Rs.0.38 lacs) (Deposited with Government authorities)	0.48	0.38
2	Investment in Subsidiaries		
	Equity Shares of Sea Lord Containers Limited (Quoted) 9,37,500 shares of Rs.10 each.	96.81	96.81
	Equity Shares of Eastern India LPG Company Private Limited (Unquoted) 10,000 shares of Rs.10 each.	1.00	1.00
	Equity Shares of Konkan Storage Systems (Kochi) Private Limited (Unquoted) 1,00,000 shares of Rs.10 each.	10.00	10.00
	Equity Shares of Aegis Group International Pte Ltd., Singapore (Unquoted) 9,258 (Previous Year Nil) Shares of USD 1 each	4.23	-
	Preference Shares of Sea Lord Containers Limited (Unquoted) 12,00,000 6% Cumulative Redeemable shares of Rs.100 each. 6,00,000 (Previous Year Nil) 8% Non Cumulative Redeemable shares of Rs. 100 each	1,239.17 600.00	1,239.17 -
3	Trade Investment (Unquoted) Equity Shares of Hindustan Aegis LPG Limited (A company under same management) 2,22,001 (Previous Year 1,20,001) shares of Rs.10 each. Preference Shares of Hindustan Aegis LPG Limited (A company under same management) 4,00,000 (Previous Year Nil) 8% Non Cumulative Redeemable shares of Rs. 100 each	33.53 400.00	18.23 -
4	Non-Trade Investments:		
	Preference Shares of Tapi Finvest India Private Limited (Unquoted) Nil (Previous Year 24,00,000) shares of Rs.10 each. (Extinguished pursuant to the scheme of amalgamation; Refer Note B.10 of Sch.18)	-	240.00
	Equity Shares of JIK Industries Limited (Quoted) 289 (Previous Year Nil) shares of Rs.10 each	0.29	-
	Less: Provision for diminution in value of investments	0.26	-
		0.03	-
	Equity Shares of Bank of Baroda (Quoted)* 1322 Shares of Rs.10 each	3.04	3.04
	TOTAL (A)	2,388.29	1,608.63
* These shares are in the process of being transferred in the name of the Company.			
B. CURRENT INVESTMENTS (AT LOWER OF COST AND FAIR VALUE):			
Non-Trade Investments (Unquoted):			
In Units of Mutual Fund (Fully paid up)			
		Face Value (Rs.)	
	Nil (Previous Year 177) Units of Reliance Liquid Plus Plan - Institutional - Dividend Rein.Plan	1,000	-
	72889 Units of Sundaram Select Mid Cap - Growth Plan	10	7.01
	250000 Units of Franklin India Smaller Companies Fund - Dividend	10	13.32
	200000 Units of HDFC Long Term Equity Fund - Growth Plan	10	15.02
	250000 Units of Prudential ICICI Fusion fund - Dividend Plan	10	16.50

Schedules (Contd.)

		As At 31st March, 2009 Rupees in lacs	As At 31st March, 2008 Rupees in lacs
B. CURRENT INVESTMENTS (AT LOWER OF COST AND FAIR VALUE):			
In Units of Mutual Fund (Fully paid up) (Contd.)			
	Face Value (Rs.)		
109595 Units of Sundaram Rural India Fund	10	6.93	10.66
104031 (Previous Year 99120) Units of Templeton India Equity Income Fund	10	8.15	10.45
97800 Units of Fidelity India Special Situations Fund	10	7.69	10.00
112308 (Previous Year Nil) Units of IDFC Premier Equity Fund - Dividend	10	14.46	-
248626 (Previous Year 107605) Units of HDFC Equity Fund	10	54.33	41.15
278186 (Previous Year Nil) Units of IDFC Imperial Equity Fund	10	25.00	-
1396213 (Previous Year Nil) Units of ICICI Prudential Super Institutional - Growth	10	181.37	-
5852909 (Previous Year Nil) Units of Birla Sunlife Savings Fund - Growth	10	973.56	-
1610701 (Previous Year Nil) Units of ICICI Prudential Gilt Fund	10	204.37	-
914177 (Previous Year Nil) Units of Reliance Gilt Securities Fund	10	96.38	-
972290 (Previous Year Nil) Units of IDFC Gilt Fund Investment Plan	10	95.83	-
790270 (Previous Year Nil) Units of Birla Sunlife Gilt Plus - Regular Plan	10	94.76	-
1451671 (Previous Year 1000000) Units of Prudential ICICI Equity & Derivative Fund	10	150.00	100.00
150000 Units of Reliance Long Term Equity fund	10	10.62	14.81
4382169 (Previous Year Nil) Units of Reliance Medium Term - Growth	10	796.20	-
195599 Units of AIG India Equity Fund - Dividend Retail Nil (Previous Year 248) Units of Reliance Liquid Plus (Weekly Dividend) Retail Plan	1,000	-	2.48
38472 (Previous Year 35957) Units of Reliance Growth Fund (Retail) - Dividend	10	11.31	18.22
108658 (Previous Year 100690) Units of Reliance Vision Equity Fund - Dividend	10	28.19	43.36
744654 (Previous Year 399474) Units of Sundaram BNP Paribas Select Focus Fund - Dividend	10	54.62	46.53
244499 Units of Reliance Natural Resources Equity Fund - Dividend	10	15.04	23.53
340593 (Previous Year 107181) Units of DSP Merrill Lynch Top 100 Equity Fund - Dividend	10	44.49	24.13
122989 Units of DSP Merrill Lynch T.I.G.E.R Equity Fund - Dividend	10	14.30	23.45
170408 Units of JM Emerging Leaders Equity Fund - Dividend	10	5.78	20.96
104009 Units of Reliance Regular Savings Equity Fund - Growth	10	13.98	22.76
TOTAL (B)		2,970.94	514.31
TOTAL (A+B)		5,359.23	2,122.94

	Cost		Market Value	
	As at 31st March 2009 (Rs. In Lacs)	As at 31st March 2008 (Rs. In Lacs)	As at 31st March 2009 (Rs. In Lacs)	As at 31st March 2008 (Rs. In Lacs)
Aggregate value of Quoted Investments*	99.88	99.85	3.13	3.75
Aggregate value of Unquoted Investments	5259.35	2023.09	-	-
Total	5359.23	2122.94	3.13	3.75

* includes listed but not traded investment having cost of Rs.96.81 lacs for which market value is not available.

Schedules (Contd.)

		As At 31st March, 2009 Rupees in lacs		As At 31st March, 2008 Rupees in lacs		
B. CURRENT INVESTMENTS (AT LOWER OF COST AND FAIR VALUE): (Contd.)						
Movements during the Year Purchased and sold		Face Value Rs.	Nos.	Cost (Rs. in lacs)	Nos.	Cost (Rs. in lacs)
HDFC CMF Treasury Advantage Plan dividend (wholesale)		10	35,729,499	3,584.20	53,505,101	5,367.36
HDFC CMF - Treasury Advantage Plan - Daily Dividend		10	5,178,714	550.83	499,002	50.06
HDFC CMF Savings Plan Daily Dividend Option		10	-	-	7,540,914	802.08
Franklin India Flexi Cap Fund - Dividend		10	-	-	4,844	0.78
ICICI Prudential Emerging STAR Fund - Dividend		10	-	-	6,598	1.45
Prudential ICICI Instl Liquid Plan - Super Instl Dividend		10	77,009,802	7,701.37	92,612,982	9,262.00
Kotak FMP - Three Months - Series 17 - Dividend		10	-	-	1,020,634	102.00
Reliance Money Manager - Retail Option - Daily Dividend		1000	-	-	6,336	64.00
Reliance Money Manager - Retail Option - Weekly Dividend		1000	5	0.05	12,861	129.00
Reliance Quarterly Interval Fund - Series II - Ins.Div.Plan		10	-	-	1,055,146	106.00
Reliance Money Manager - IP - Daily Dividend		1000	66,140	662.15	81,411	815.00
BOB Premier Liquid Fund - Daily Dividend Plan		10	1,000,171	100.03	1,025	0.10
Reliance Medium Term Fund - Daily Dividend		10	12,753,067	2,180.20	-	-
Birla Sun Life Savings Fund IP Daily Dividend		10	30,215,008	3,023.56	-	-
UTI Treasury Advantage Fund IP Daily Dividend		1000	163,518	1,635.53	-	-
UTI Fixed Income Interval Fund Quarterly Plan I Reg.Dividend		10	521,882	52.19	-	-
UTI Treasury Advantage Fund - Daily Dividend		1000	22,137	227.91	-	-
DWS Money Plus Fund - Daily Dividend - Regular Plan		10	2,019,918	202.52	-	-
ICICI Pru Gilt Fund (Investment) (G)		10	682,792	204.80	-	-
ICICI Prudential Interval Fund II Quarterly Interval Plan F R Div		10	523,382	52.34	-	-
ICICI Pru Gilt Fund (Investment) (Div.payout option)		10	1,610,703	228.83	-	-
Canara Robeco Interval Monthly Inst. Dividend Fund		10	499,865	49.99	-	-
Canara Robeco Treasury Advantage Retail Daily Dividend Fund		10	404,770	50.22	-	-
Reliance Gilt Securities fund Institutional Growth Plan		10	848,402	97.54	-	-
Reliance Gilt Securities fund Institutional Dividend Plan		10	908,480	109.70	-	-
LICMF Income Plus Fund - Daily Dividend Plan		10	15,328,974	1,532.90	-	-
DSP BlackRock FMP - 3M Series 13 - Institutional		10	1,021,908	102.22	-	-
SBI Magnum Insta Cash - Daily Dividend		10	605,889	101.49	18,574,326	3,111.00
SBI SHF - Ultra Short Term - IP - Daily Dividend		10	2,036,369	203.74	7,824,270	783.00

Schedules (Contd.)

	Rupees in lacs	As At 31st March, 2009 Rupees in lacs	As At 31st March, 2008 Rupees in lacs
SCHEDULE 7: INVENTORIES			
(At cost or net realisable value whichever is lower)			
Stores and Spare Parts		250.69	252.18
Stock-in-Trade:			
Finished Goods			
- Merchenting Goods		244.68	910.61
TOTAL		495.37	1,162.79
SCHEDULE 8: SUNDRY DEBTORS (UNSECURED)			
Debts Outstanding for a period exceeding six months -			
Considered Good	200.80		170.18
Considered Doubtful	50.82		37.55
	251.62		207.73
Less: Provision for Doubtful Debts	50.82		37.55
		200.80	170.18
Other Debts - Considered Good		1,962.06	3,706.10
TOTAL		2,162.86	3,876.28
SCHEDULE 9: CASH AND BANK BALANCES			
Balances with Scheduled Banks:			
- In Current Accounts		333.53	268.46
- In Deposit Accounts		2,843.55	1,972.47
[Includes Rs.394.19 lacs , (Previous Year Rs.315.05 lacs) in Margin Money Account] [Includes Interest accrued Rs.69.99 lacs , (Previous Year Rs.39.23 lacs)]			
TOTAL		3,177.08	2,240.93
SCHEDULE 10: LOANS AND ADVANCES (UNSECURED AND CONSIDERED GOOD)			
Loan to a Company		-	20.75
Loan to Subsidiaries		3,319.57	3726.67
Advances Recoverable in cash or in kind or for value to be received		372.25	324.73
Deposits with Government Authorities and Others		367.39	356.61
Advance Payment of Taxes (Net of Provision for tax)		376.22	361.13
M.A.T. Credit Entitlement		-	311.92
TOTAL		4,435.43	5,101.81
SCHEDULE 11: CURRENT LIABILITIES AND PROVISIONS			
Current Liabilities:			
Sundry Creditors-other than micro and small enterprises	2,872.50		2,667.45
Deposit from Dealers	604.50		682.50
Unpaid Dividend *	45.63		42.00
Unpaid Matured Deposits *	15.15		19.75
Interest Accrued on Matured Deposits *	2.32		1.96
Interest accrued but not due on loans	0.94		4.00
Other Liabilities	1,031.83		1,074.60
		4,572.87	4,492.26
Provisions :			
Proposed Dividend - Interim	484.17		-
Proposed Dividend - Final	396.47		398.14
Corporate Dividend Tax -Interim	97.05		-
Corporate Dividend Tax -Final	67.38		67.66
Leave Encashment	28.63		34.39
Gratuity	93.74		95.92
		1,167.44	596.11
TOTAL		5,740.31	5,088.37

* These figures do not include any amounts, due and outstanding,
to be credited to Investor Education and Protection Fund.

Schedules (Contd.)

	Current Year Rupees in lacs	Previous Year Rupees in lacs
SCHEDULE 12: OTHER INCOME		
Dividend on Long Term Investments (non-trade)	50.17	0.04
Dividend on Current Investments (non-trade)	227.47	134.09
Sundry Balances written back (net)	-	22.42
Profit on sale of Long Term Investments	-	10.55
Profit on sale of Current Investments	2.34	0.38
Miscellaneous Receipts	69.66	90.15
TOTAL	349.64	257.63
SCHEDULE 13: MATERIAL COSTS		
Merchanting Goods		
Opening Stock	910.61	349.12
Add : Purchases	26,755.81	27,226.73
Less : Closing Stock	244.68	910.61
TOTAL	27,421.74	26,665.24
SCHEDULE 14: OPERATING EXPENSES		
Stores and Spare parts consumed	228.32	193.29
Power and Fuel	426.61	393.80
Repairs to Machinery	31.25	33.31
Lease Rentals	137.18	139.33
Tankage Charges	259.79	168.96
Way Leave Fees	379.26	373.22
Water Charges	25.64	33.62
Packing Materials and Other Charges	37.40	37.34
TOTAL	1,525.45	1,372.87
SCHEDULE 15: EMPLOYMENT COSTS		
Salaries, Wages, Bonus and Gratuity	1,285.60	1,228.30
Contribution to Provident Fund and Other Funds	77.52	76.39
Employees' Welfare Expenses	62.14	50.15
TOTAL	1,425.26	1,354.84

Schedules (Contd.)

	Rupees in lacs	Current Year Rupees in lacs	Previous Year Rupees in lacs
SCHEDULE 16: ADMINISTRATIVE, SELLING AND GENERAL EXPENSES			
Repairs			
Buildings	-		3.24
Others	50.55		36.38
		50.55	39.62
Rent		13.79	56.71
Rates and Taxes		100.81	135.34
Insurance		111.67	162.95
Commission on Sales		351.41	427.91
Rebates & Discount		77.72	2.18
Printing and Stationery		36.29	28.03
Communication Expenses		62.16	62.90
Travelling, Conveyance and Vehicle Expenses		220.75	268.10
Advertisement		85.96	197.22
Legal and Professional charges		258.03	332.28
Commission to Directors		247.13	-
Directors' Sitting Fees		3.36	3.80
Donations		124.01	124.00
Provision for Doubtful Debts		13.28	17.55
Loss on Sale of Fixed Assets		5.59	3.22
Sundry Debit Balance/irrecoverable advances written off		10.10	50.00
Diminution in value of Current Investments		183.11	40.14
Miscellaneous Expenses (including Security services, Books, Subscription, Selling expenses, etc.)		122.45	121.76
TOTAL		2,078.17	2,073.71
SCHEDULE 17: INTEREST AND FINANCE CHARGES			
On Fixed Loans		370.82	447.94
On Cash Credit Accounts etc.		4.59	1.65
Other Interest		61.64	100.30
Bank / Finance Charges		43.35	96.62
TOTAL		480.40	646.51
Less: Interest on loans and advances, deposit with banks etc. (including tax deducted at source Rs.18.76 lacs ; Previous Year Rs.8.44 lacs) (includes interest on income tax refund Rs.14.21 lacs ; Previous Year Rs.77.16 lacs)		353.18	373.86
TOTAL		127.22	272.65

Schedules (Contd.)

SCHEDULE 18: SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF BALANCE SHEET AND PROFIT AND LOSS ACCOUNT**A. Significant Accounting Policies****A.1. Basis of preparation of Financial Statements**

The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

A.2. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialise.

A.3. Fixed Assets

Fixed Assets are carried at cost of acquisition or construction. They are stated at historical costs.

A.4. Investments

Long Term Investments are shown at cost. However, when there is a decline, other than temporary, in the value of a long term investment, the carrying amount is reduced to recognise the decline.

Current Investments are carried at lower of cost and fair value, computed category wise.

Investment in shares of a company registered outside India is stated at cost by converting at the rate of exchange prevalent at the time of acquisition thereof.

A.5. Inventories

Inventories are valued at cost or Net Realisable Value whichever is less. Cost is determined by using the First In First Out formula. Cost comprises all costs of purchase, cost of conversion and cost incurred to bring inventories to their present location and condition other than those subsequently recoverable by the company from tax authorities.

A.6. Timing of Revenue Recognition

In appropriate circumstances, Revenue (Income) is recognised when no significant uncertainty as to measurability or collectability exists.

A.7. Operating Revenue

Sales turnover for the year is net of trade discounts and includes sales value of goods and other recoveries, such as insurance, transport and packing charges but excludes sales tax.

Service revenue is recognized on time proportion basis and excludes service tax.

A.8. Depreciation

- (i) Depreciation on Tangible Fixed Assets is provided on original cost of Fixed Assets on straight line method under Section 205(2) (b) of the Companies Act, 1956 at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956 or the rates determined based on the useful lives of the assets estimated by the management, whichever are higher.

The rate adopted for depreciation determined on the basis of useful life of the fixed asset which is different from that prescribed under Schedule XIV is as under:

Description of Asset	Rate of Depreciation
Furniture & fixtures Autogas Dispensing Station	10.00%

- (ii) Depreciation on additions to fixed assets during the year has been provided on prorata basis from the date of such additions. Depreciation on assets sold, discarded or demolished has been provided on pro-rata basis.

- (iii) Lease hold Land has been amortised over the period of the lease on straight line basis.

A.9. Intangible Assets

Intangible Assets are stated at cost of acquisition less accumulated amortisation. Software is amortised on straight line basis over a period of its estimated useful life, however not exceeding 5 years.

Schedules (Contd.)

A.10 Voluntary Retirement

Compensation paid to employees who have opted for retirement under the Voluntary Retirement Scheme (VRS) of the Company is debited to Profit and Loss Account in the year of payment.

A.11 Employee Benefits

Contribution to defined schemes such as Provident Fund, Family Pension Fund, Superannuation Fund (in the case of eligible employees) and Employees' State Insurance Scheme are charged to the Profit and Loss Account as incurred.

Company's liability towards gratuity is determined by actuarial valuation carried out by the independent actuary as at each balance sheet date. The actuarial valuation method used for measuring the liability is the Projected Unit Credit method.

The liability for compensated absences is determined by actuarial valuation carried out by the independent actuary as at each balance sheet date and provided for as incurred in the year in which services are rendered by employees. The actuarial valuation method used for measuring the liability is the Projected Unit Credit method.

A.12 Foreign Currency Transactions

- i) Transactions in Foreign Currencies are recorded at the original rate of exchange in force at the time of occurrence of transactions.
- ii) Monetary items denominated in foreign currencies at the year end are translated at the relevant rates of exchange prevailing at the year end. The translation / settlement differences are recognised in the Profit & Loss Account.

A.13 Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its Recoverable Amount. Recoverable Amount is higher of an asset's Net selling price or its Value in Use. Value in Use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net Selling Price is the amount obtainable from the sale of an asset in an arms length transaction between knowledgeable, willing parties, less the cost of disposal.

An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired.

A.14 Operating Lease Rentals

Lease Rental expenses are accounted on straight line basis over the lease term.

A.15 Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

A.16 Taxes on Income

Current tax is determined as the amount of tax payable in respect of taxable income for the year.

Deferred tax for the year is recognized, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Provision for Fringe Benefits Tax is made in accordance with Chapter XII-H of the Income Tax Act, 1961.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized and carried forward only if there is a reasonable certainty (virtual certainty in case of unabsorbed depreciation and business loss) of its realization.

A.17 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Claims in respect of which the company is of the opinion that they are frivolous or is legally advised that they are unsustainable in law are not considered as contingent liability as the possibility of an outflow of resources embodying economic benefits is remote. Contingent Assets are neither recognized nor disclosed in the financial statements.

Schedules (Contd.)

B. Notes on Balance Sheet and Profit and Loss Account**B.1. Contingent liabilities in respect of :-**

	Current Year Rs. in lacs	Previous Year Rs. in lacs
(a) Claims against the Company not acknowledged as debts	12.00	12.00
(b) Income Tax demands disputed in appeal	29.27	157.57
(c) Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of Advances)	567.09	48.64

In respect of items mentioned under Paragraphs (a) and (b) above, till the matters are finally decided, the financial effect cannot be ascertained.

- B.2.** (i) Guarantees given to Banks against repayment of loans advanced from time to time to Sea Lord Containers Ltd., a Subsidiary of the Company to the extent of Rs. 45 crores (Previous year Rs. 45 crores). The balance of such loan outstanding as at 31st March, 2009 was Rs. 45 crores (Previous Year Rs. 45 crores)
- (ii) Guarantees given to Banks against repayment of working capital facilities advanced from time to time to Hindustan Aegis LPG Limited, an Associate of the Company to the extent of Rs. 42.50 crores (Previous year Nil). The amount of such facilities availed against guarantee as at 31st March, 2009 was Rs. 42.50 crores (Previous Year Nil)

B.3. Payments to Auditors for the year*

	Current Year Rs. in lacs	Previous Year Rs. in lacs
Auditors' Remuneration & Expenses (including Service Tax)		
(a) As Auditors	10.00	10.00
(b) For Tax Audit	2.00	2.00
(c) As adviser or in any other capacity in respect of : Any other Manner (Certification Work, Limited Review etc.)	4.30	2.65
(d) Expenses Reimbursed	-	0.05
(e) Service Tax	1.77	1.81
TOTAL	18.07	16.51

*Excludes payment of Rs.8 lacs(Previous Year Rs.11.97 lacs (including service tax)) for Taxation matters to an affiliated firm covered by a networking arrangement which is registered with the Institute of Chartered Accountants of India.

B.4. Major components of deferred tax are:

	Current Year Rs. in lacs	Previous Year Rs. in lacs
Deferred Tax Liability/(Asset)		
Related to Fixed Assets	2,284.12	2,392.47
Diminution in value of current investments	(62.24)	-
Provision for Doubtful Debts	(10.48)	(5.97)
Disallowances under section 43 B & others	(109.05)	(22.21)
Net Deferred Tax Liability	2,102.35	2,364.29

Schedules (Contd.)

- B.5 i)** Managerial Remuneration Under Section 198 of the Companies Act, 1956, paid / payable to the Vice Chairman & Managing Director and The Managing Director. (Previous year to the Managing Director):

	Current Year Rs. in lacs	Previous Year Rs. in lacs
(1) Salary	-	34.12
(2) Commission	247.13	51.18
(3) Company's Cont. towards P.F. and other funds	-	9.21
(4) Perquisites in cash or in kind	-	28.84
TOTAL	247.13	123.35

Notes:-

1. In case of previous year as employee wise break-up of contribution to LIC Group Gratuity Scheme is not ascertainable, the same has not been included in the above figures.
2. The appointment of Mr. R.K.Chandaria as Vice Chairman and Managing Director and Mr.A.K.Chandaria as Managing Director w.e.f. 31st March, 2008 for a period of five years has been approved by the Shareholders in the annual general meeting held on 27th September 2008 subject to approval of Central Government in terms of Section 269 of the Companies Act, 1956 since both the Managing Directors are Non- Residents. The said approval is awaited.
3. During the year, the Company has passed by means of a Postal Ballot an ordinary resolution under section 198 read with Sections 269, 309 and 310 of the Companies Act, 1956 for payment of Commission not exceeding 5% of its net profits as computed under section 349/350 of the Companies Act, 1956 to each of its Managing Directors i.e. Mr. R.K.Chandaria, Vice Chairman & Managing Director and Mr. A.K.Chandaria, Managing Director for a period of five years with effect from 1st April, 2008.
4. The Board of Directors has decided to pay commission @ 3% of its net profits as computed under section 349 of the Companies Act, 1956 for the year ended 31st March, 2009 to each of these Managing Directors.
5. Accordingly, provision for commission of Rs.247.13 lacs has been made in the books which is within the permissible limits under the Companies Act, 1956. The remuneration payable to the Managing Directors as mentioned above is dependent upon the grant of approval by the Central Government of their appointments as aforesaid.

- ii)** Computation of net profit under section 349 of the Companies Act, 1956 is as under:

	Current Year Rs. in lacs	Previous Year Rs. in lacs
Profit before Taxation	3,687.60	5,010.38
Add:		
Managerial Remuneration	247.13	123.35
Diminution in value of Current Investments	183.11	40.14
Directors' Sitting Fees	3.36	3.80
Depreciation as per books	916.88	895.78
{A}	5,038.08	6,073.45
Less:		
Depreciation as per section 350 of the Companies Act, 1956 and impairment loss	916.88	895.78
Profit on sale of Long Term Investments	-	10.55
Profit on sale of Current Investments	2.34	0.38
{B}	919.22	906.71
{A} - {B}	4,118.86	5,166.74
Managing Director's Commission:		
Commission @ 3.00% to each of the Managing Directors (Previous year 1.20% to a Managing Director) of above (In case of previous year Maximum Commission payable was limited to an amount equal to 150 % of salary)	247.13	62.00
	-	51.18

Schedules (Contd.)

B.6. Segment Reporting - Basis of preparation

The Company has identified two reportable business segments (Primary Segments) viz. Liquid Terminal Division and Gas Terminal Division.

Liquid Terminal Division undertakes storage & terminalling facility of Oil & Chemical products.

Gas Terminal Division relates to imports, storage & distribution of Petroleum products viz. LPG, Propane etc.

Segments have been identified and reported taking into account, the nature of products and services, the differing risks and returns and the internal business reporting systems.

During the year, investments made by the Company have exceeded 10% of its total assets. However, such investments have not exceeded 10% of its total assets as per Consolidated Financial Statement of the Company. Hence, Investments are not treated as separate reportable segment by the Company. Consequently, Segment information has been presented on the basis of Accounting Standard (AS 17) "Segment Reporting" as applicable to the Consolidated Financial Statement of the Company as specified under Paragraph 4 of the said standard.

The accounting policies adopted for the segment reporting are in line with the accounting policies of the company with the following additional policies for the segment reporting :

- Revenue and expenses have been identified to segment on the basis of their relationship to the operating activities of the segment. Revenue and expenses which relate to the enterprise as a whole and are not allocable to segment on a reasonable basis have been disclosed as "Other unallocable expenditure (net)".
- Segment assets and segment liabilities represent assets and liabilities in respective segments. It excludes investments, tax related assets and other assets and liabilities which cannot be allocated to a segment on a reasonable basis and hence have been disclosed as "Other unallocable assets / liabilities".
- The Company does not have material earnings emanating outside India. Hence, the company is considered to operate in only the domestic segment.

Information about the Company's business segments (Primary Segments) is given below:

	Liquid Terminal Division Rupees in lacs	Gas Terminal Division Rupees in lacs	Total Rupees in lacs
Segment Revenue	5,275.54	31,557.14	36,832.68
	<i>5,293.50</i>	<i>32,094.34</i>	<i>37,387.84</i>
Segment Results	2,693.03	2,354.29	5,047.32
	<i>2,832.74</i>	<i>3,446.57</i>	<i>6,279.31</i>
Less : (1) Interest (net)			127.22
			<i>272.65</i>
(2) Other unallocable expenditure (net)			1,232.50
			<i>996.28</i>
Profit before Tax			3,687.60
			<i>5,010.38</i>
Less : Taxation			650.14
			<i>1,100.95</i>
Profit after Tax			3,037.46
			<i>3,909.43</i>
Segment Assets	8,609.46	8,290.91	16,900.37
	<i>7,977.67</i>	<i>10,821.30</i>	<i>18,798.97</i>
Other unallocable assets			11,407.02
			<i>8,344.60</i>
Total Assets			28,307.39
			<i>27,143.57</i>
Segment Liabilities	395.11	4,109.78	4,504.89
	<i>405.80</i>	<i>3,957.81</i>	<i>4,363.61</i>

Schedules (Contd.)

	Liquid Terminal Division Rupees in lacs	Gas Terminal Division Rupees in lacs	Total Rupees in lacs
Other unallocable liabilities			5,868.79
			<i>7,024.95</i>
Total Liabilities			10,373.68
			<i>11,388.56</i>
Segment Capital Expenditure	792.32	165.97	958.29
	<i>597.54</i>	<i>10,900.15</i>	<i>11,497.69</i>
Other unallocable Capital Expenditure			12.79
			<i>73.43</i>
Total Capital expenditure			971.08
			<i>11,571.12</i>
Depreciation	375.29	507.45	882.74
	<i>364.30</i>	<i>489.13</i>	<i>853.43</i>
Other unallocable Depreciation			41.59
			<i>45.34</i>
Total Depreciation			924.33
			<i>898.77</i>

Note: Figures in italics represent previous year.

B.7. Related Party Disclosures

As per the Accounting Standard 18, the disclosure of transactions with the related parties as defined in the Accounting Standard are given below:

(a) List of related parties with whom transactions have taken place and relationships:

Sr. No.	Name of the Related Party	Relationship
1	Hindustan Aegis LPG Limited (HALPG)	Associate Company
2	Sea Lord Containers Limited	Subsidiary Company
3	Konkan Storage Systems (Kochi) Private Limited	Wholly owned Subsidiary Company
4	Eastern India LPG Company Private Limited	Wholly owned Subsidiary Company
5	Aegis Group International Pte Ltd.	Wholly owned Subsidiary Company
6	Mr. R.K.Chandaria	Key Management Personnel
7	Mr. A.K.Chandaria	Key Management Personnel
8	Mr. S.K.Hazra (Upto 31-03-2008)	Key Management Personnel
9	Dr. (Mrs) B.Hazra (Upto 31-03-2008)	Relative of Key Management Personnel

Schedules (Contd.)

(b) Transactions during the year with related parties:

(Rs. in lacs)

Sr. No.	Nature of transaction	Associate Company	Subsidiary Company	Subsidiary Company	Subsidiary Company	Subsidiary Company	Key Management Personnel	Key Management Personnel	Key Management Personnel	Relative of Key Management Personnel
		1	2	3	4	5	6	7	8	9
(i)	Sundry Debtors - year end balance		- (178.43)	- (5.91)						
(ii)	Investments									
	Purchased during the year	415.30 (18.23)	600.00 (-)	- (-)	- (-)	4.23 (-)				
	Balance at the year end	433.53 (18.23)	1,935.98 (1,335.98)	10.00 (10.00)	1.00 (1.00)	4.23 (-)				
(iii)	Loan		1,674.49 (2,388.67)	1,581.44 (1,276.11)	63.64 (61.89)					
(iv)	Interest Received		200.27 (220.87)							
(v)	Business Support Charges Received		- (30.17)							
(vi)	Storage Revenue Received		96.00 (24.00)							
(vii)	Sale of Stores & Spares		- (48.37)							
(viii)	Miscellaneous Income		- (4.53)	- (5.25)						
(ix)	Guarantees Given to Bank	4,250.00 (-)	4,500.00 (4,500.00)							
(x)	Commission to Managing Directors						123.57 (-)	123.57 (-)		
(xi)	Remuneration to Managing Director								- (123.35)	
(xii)	Payment of Rent									- (1.81)
(xiii)	Sundry debit balance written off				- (50.00)					
(xiv)	Other Liabilities - year end balance	- (44.87)								
(xv)	Sundry Creditors - year end balance		3.63 (-)							
(xvi)	Tankage Charges paid		163.59 (-)							
(xvii)	Fixed Assets purchased		35.23 (-)							
(xviii)	Effect of demerger of Throughput Undertaking of HALPG into the Company									
	Assets taken over as on appointed date 1st April, 2007	- (6,946.66)								
	Liabilities taken over as on appointed date 1st April, 2007	- (5,367.35)								

Note : Figures in brackets represent previous year's amounts.

Schedules (Contd.)

- B.8** As required by Accounting Standard 20 on Earnings per Share, basic earnings per share has been calculated by dividing net profit available for equity shareholders by the weighted average number of equity shares outstanding during the year as per details given below:

	Current Year Rupees in lacs	Previous Year Rupees in lacs
Net Profit available for equity shareholders	3,037.46	3,909.43
Weighted average number of shares used in computing earning per equity share	19,823,260	19,940,585
Basic & Diluted earning per share (Rs.) : (on nominal value of Rs.10 per share)	15.32	19.61

Note:

While calculating weighted average number of shares for Basic and Diluted earnings per share, effect of shares to be issued subsequent to the year pursuant to Scheme of Amalgamation ("SoA") in the nature of merger of Tapi Finvest India Private Limited into the Company has been considered from the appointed date of the scheme i.e. 1st April, 2008.

- B.9** Reconciliation of opening and closing balance of the present value of the defined benefit obligation for gratuity and compensated absences is given below:

(a) Gratuity

A. Assumptions	Current Year	Previous Year
Discount Rate Previous	7.50%	7.50%
Rate of Return on Plan Assets Previous	9.25%	8.00%
Salary Escalation Previous	5.50%	5.00%
Discount Rate Current	7.50%	7.50%
Rate of Return on Plan Assets Current	9.25%	9.25%
Salary Escalation Current	5.50%	5.50%
Mortality Table	LIC (1994 - 96) Ultimate	LIC (1994 - 96) Ultimate
B. Table showing change in Benefit Obligation	(Rs. In lacs)	(Rs. In lacs)
Liability at the beginning of the Year	222.03	166.01
Interest Cost	14.98	12.45
Current Service Cost	12.36	36.32
Benefit Paid	(75.45)	(4.37)
Actuarial (Gain)/Loss on obligations	(25.05)	11.62
Liability at the end of the year	148.87	222.03
C. Table of Fair value of Plan Assets	(Rs. In lacs)	(Rs. In lacs)
Fair Value of Plan Assets at the beginning of the year	126.11	101.00
Expected Return on Plan assets	5.15	10.16
Contributions	-	19.32
Benefit Paid	(75.45)	(4.37)
Actuarial gain/(loss) on Plan Assets	(0.68)	-
Fair Value of Plan Assets at the end of the year	55.13	126.11
D. Amount Recognised in Balance sheet	(Rs. In lacs)	(Rs. In lacs)
Present value of Obligations at the end the year	148.87	222.03
Fair Value of Plan Assets at the end of the Year	(55.13)	(126.11)
Liability Recognised in Balance Sheet at the end of the year	93.74	95.92

Schedules (Contd.)

E. Amount Recognised in Income Statement	(Rs. In lacs)	(Rs. In lacs)
Current Service Cost	12.36	36.32
Interest Cost	14.98	12.45
Expected Return on Plan Asset	(5.15)	(10.16)
Net Actuarial (Gain) / Loss To Be Recognised	(24.37)	11.62
Expenses Recognised in P & L	(2.18)	50.23
F. Balance Sheet Reconciliation	(Rs. In lacs)	(Rs. In lacs)
Opening Net Liability	95.92	65.01
Expenses as above	(2.18)	50.23
Contribution Paid	-	(19.32)
Amount Recognised in Balance Sheet	93.74	95.92
G. Actual Return on Plan Assets	(Rs. In lacs)	(Rs. In lacs)
Expected Return on Plan Assets	5.15	10.16
Actuarial gain/(loss) on Plan Assets	(0.68)	-
Actual Return on Plan Assets	4.47	10.16

(b) Compensated Absences:

Assumptions	Current Year	Previous Year
Retirement Age	58 Years	55 Years for Staff & 58 for Workmen
Withdrawal Rate	Age related	Age related
Future Salary Rise	5.5%	5.5%
Rate of Discounting	7.5%	7.5%
Mortality Table	LIC (1994 – 96) Ultimate	LIC (1994 – 96) Ultimate
A. Table showing change in Benefit Obligation	(Rs. In lacs)	(Rs. In lacs)
Liability at the beginning of the Year	34.39	28.69
Interest Cost	2.29	2.15
Current Service Cost	5.39	12.72
Benefit Paid	(2.64)	(18.02)
Actuarial (Gain)/Loss on obligations	(10.80)	8.85
Liability at the end of the year	28.63	34.39
B. Amount Recognised in Balance sheet	(Rs. In lacs)	(Rs. In lacs)
Present value of Obligations at the end of the year	28.63	34.39
Fair Value of Plan Assets at the end of the Year	-	-
Liability Recognised in Balance Sheet at the end of the year	28.63	34.39
C. Amount Recognised in Income Statement	(Rs. In lacs)	(Rs. In lacs)
Current Service Cost	5.39	12.72
Interest Cost	2.29	2.15
Expected Return on Plan Asset	-	-
Net Actuarial (Gain) / Loss To Be Recognised	(10.80)	8.85
Expenses Recognised in P & L	(3.12)	23.72

Schedules (Contd.)

Assumptions:-

- i) The estimates of future salary increases, considered in actuarial valuation, takes into account the inflation, seniority, promotion and other relevant factors.
- ii) Discount rate is based on the prevailing market yields of Indian Government bonds for a term consistent with the estimated term of the post employment benefit obligation.
- iii) Expected rate of return on plan assets 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.

In absence of specific details of plan assets from LIC, the details of plan assets have not been furnished. The details of experience adjustments on account of plan liabilities as required by Para 120(n)(ii) of AS-15 is Rs. 25.05 Lacs. However, details of experience adjustment relating to Plan assets are not readily available in valuation report and hence are not furnished.

The above information is certified by the actuary and relied upon by the Auditors.

B.10 SCHEME OF AMALGAMATION:

- i) The Scheme of amalgamation under Sections 391 to 394 of the Companies Act, 1956 between the Company and Tapi Finvest India Private Limited (TFIPL) (the Transferor company) and their respective shareholders and Creditors, for the merger of the entire undertaking of the Transferor company comprised of its entire business, assets, liabilities, rights and obligation etc. into the company with effect from the Appointed Date viz. 1st April 2008 has been approved by the Hon'ble High Court of Gujarat vide its order dated 6th May, 2009.
- ii) The erstwhile TFIPL was engaged in the business of Investment in Securities.
- iii) The amalgamation has been accounted for under the "Pooling of Interest" method as prescribed by the Accounting Standard (AS) 14 on "Accounting for Amalgamations". Accordingly, the assets and liabilities of the erstwhile TFIPL have been transferred to the Company at values appearing in its books of accounts as on 1st April, 2008, being the appointed date.

Pursuant to the scheme of amalgamation:

- a) The entire undertaking consisting of its entire business and all assets as well as liabilities and rights and obligations of the erstwhile TFIPL have been transferred to and vested into the Company at the book values as appearing in the TFIPL books with effect from 1st April, 2008. The scheme has, accordingly, been given effect to in these financial statements. Details of assets and liabilities are as under:

Particulars	Amount (Rs.in lacs)
Investments	768.78
Cash and Bank Balances	18.42
A	787.20
Less:	
Current Liabilities	1.35
B	1.35
(A - B)	785.85
Represented by:	
Capital Redemption Reserve	160.00
General Reserves	4.39
Profit & Loss Account	137.24
Share Capital	484.22
	785.85

- b) The Company's investment in preference shares worth Rs.240 lacs represented by 24,00,000 preference shares of Rs. 10 each in TFIPL has been cancelled.
- c) All transactions between the Company and TFIPL on and from the appointed date have been eliminated.

Schedules (Contd.)

- d) In accordance with the scheme, 137 equity shares of Rs.10/- each fully paid up is to be issued and allotted by the Company to equity shareholders of TFIPL for every 100 equity shares of Rs.10/- each held by them in TFIPL.
- e) Equity share capital to be issued to the shareholders of TFIPL as mentioned in (d) above, pending allotment as at 31st March, 2009, has been shown under "Share Capital Suspense Account" in Schedule 1A to the Balance Sheet.
- f) TFIPL's Investment of the face value of Rs.346.31 lacs in the company's equity shares has been cancelled. Consequently, paid up share capital of the Company has been reduced from Rs.1994.06 lacs divided into 1,99,40,585 equity shares of Rs. 10/- each to Rs.1647.75 lacs - divided into 1,64,77,460 equity shares of Rs.10/- each. This cancellation which amounts to reduction of share capital has been treated as an integral part of the Scheme itself and the order of the High Court sanctioning the Scheme is deemed to be an order under section 102 of the Companies Act, 1956, confirming this reduction. Further difference between the cost of such shares cancelled over its paid up value amounting to Rs. 407.17 lacs has been debited to the Company's existing Capital Reserve (Demerger) Account as prescribed under the Scheme.
- g) Deficit amounting to Rs.99.37 lacs arising on account of the difference between the assets and liabilities of TFIPL after considering cost of amalgamation incurred by the Company over the paid up value of shares to be allotted to the shareholders of TFIPL has been debited to the Company's existing Capital Reserve (Demerger) account as prescribed under the Scheme.
- h) Certain assets and liabilities acquired pursuant to the above mentioned scheme are held by the Transferor company in its own name as on 31st March, 2009 pending completion of the relevant formalities of transfer.
- i) Authorised Share Capital of the Company has been increased by the authorised share capital of TFIPL in terms of above mentioned scheme. Consequently, authorised share capital of the Company has been increased from Rs.49,00,00,000 to Rs.52,00,00,000 in case of equity shares and from Rs.1,00,00,000 to Rs. 7,00,00,000 in case of preference shares.
- j) In view of the aforesaid amalgamation with effect from 1st April, 2008, the figures for the current year are not comparable with those of the previous year.
- iv) During the year, Tapi Finvest India Private Limited (TFIPL), the amalgamating company declared an interim dividend to its shareholders. The amount appearing in 'Appropriations' in the Profit and Loss account represents dividend paid to its shareholders. Prior to declaring an interim dividend, TFIPL paid dividend on its preference shares which were solely held by the Company. Consequently, to amalgamation as mentioned above, dividend income on the Company's preference shares held in TFIPL and TFIPL's appropriation of this preference share dividend from its profits have been eliminated.
- v) During the year, the Company declared an interim dividend on 23rd April, 2009 which also includes dividend on shares held by TFIPL in the company as provided in the scheme of amalgamation as mentioned above. For the purpose of presentation, same has been eliminated from proposed dividend and dividend income.

B.11 Additional information pursuant to the provisions of paragraphs 3, 4C and 4D of part-II of Schedule-VI to the Companies Act, 1956.

(A) Quantities and Sales Value of each class of goods dealt with by the Company

CLASS OF GOODS	Current Financial Year		Previous Financial Year	
	Qty. MT	Sales Value Rupees in lacs	Qty. MT	Sales Value Rupees in lacs
Goods Traded in:				
Liquified Petroleum Gas	67,194	29,930.79	80,285	29,969.49
Others		112.58		-
TOTAL		30,043.37		29,969.49

Schedules (Contd.)

(B) GOODS TRADED IN

PURCHASE:

	Current Financial Year		Previous Financial Year	
	Qty. MT	Value Rupees in lacs	Qty. MT	Value Rupees in lacs
Liquified Petroleum Gas*	65,526	26,586.62	81,356	27,226.73
Others		169.19		-
TOTAL		26,755.81		27,226.73

* Net of Handling Loss

(C) VALUE AND QUANTITATIVE BREAK-UP IN RESPECT OF OPENING AND CLOSING STOCK OF EACH CLASS OF GOODS TRADED IN :

CLASS OF GOODS	Current Financial Year				Previous Financial Year			
	Opening Stock As at 1st April, 2008		Closing Stock As at 31st March, 2009		Opening Stock As at 1st April, 2007		Closing Stock As at 31st March, 2008	
	Qty. MT	Value Rupees In lacs	Qty. MT	Value Rupees In lacs	Qty. MT	Value Rupees In lacs	Qty. MT	Value Rupees In lacs
Goods Traded in :								
Liquified Petroleum Gas	2,249	910.61	581	183.15	1,178	349.12	2,249	910.61
Others		-		61.53		-		-
TOTAL		910.61		244.68		349.12		910.61

(D) VALUE OF IMPORTS CALCULATED ON C.I.F. BASES IN RESPECT OF :

	Current Financial Year Rupees in Lacs	Previous Financial Year Rupees in Lacs
(i) Merchanting Goods	16,214.64	23,611.53
(ii) Stores & Spares	20.92	19.78

(E) EXPENDITURE IN FOREIGN CURRENCY ON ACCOUNT OF :

	Current Financial Year Rupees in lacs	Previous Financial Year Rupees in lacs
Bank/Finance Charges	58.14	95.37
Other Matters	17.17	12.47

(F) VALUE OF STORES AND SPARES CONSUMED :

	Current Financial Year		Previous Financial Year	
	Rupees in lacs	Percentage of Total Consumption	Rupees in lacs	Percentage of Total Consumption
Imported	5.18	2.27	8.14	4.21
Indigenous	223.14	97.73	185.15	95.79
	228.32	100.00	193.29	100.00

(Excludes Spares consumed for repairs etc. and charged to relevant heads of accounts)

Schedules (Contd.)

(G) EARNINGS IN FOREIGN CURRENCY :

	Current Financial Year Rupees in lacs	Previous Financial Year Rupees in lacs
Service Revenue	105.24	112.71

(H) AMOUNT REMITTED DURING THE YEAR IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDENDS :

	Current Financial Year	Previous Financial Year
Final Dividend		
(i) Number of Non-Resident Shareholders	3	2
(ii) Number of Shares held by them on which Dividend was due	9,998,302	7,303,282
(iii) Year to which Dividend relates	2007-08	2006-07
(iv) Amount remitted (Rs. in lacs)	199.97	182.19
Interim Dividend		
(i) Number of Non-Resident Shareholders	-	4.00
(ii) Number of Shares held by them on which Dividend was due	-	10,130,272
(iii) Year to which Dividend relates	-	2007-08
(iv) Amount remitted (Rs. in lacs)	-	253.26
Interim Dividend - Amalgamating Company		
(i) Number of Non-Resident Shareholders	1	-
(ii) Number of Shares held by them on which Dividend was due	2,442,176	-
(iii) Year to which Dividend relates	2008-09	-
(iv) Amount remitted (Rs. in lacs)	48.84	-

Except For the above shareholders, the Company has not made any remittance in foreign currency on account of dividends during the year. Company does not have information as to the extent to which remittances in foreign currencies on account of dividends have been made by non-resident shareholders.

B.12 The amount of exchange loss (net of gain) debited to the Profit and Loss Account is **Rs.76.06 Lacs** (Previous Year exchange gain (net of loss) of Rs.76.57 lacs) .

B.13 There are no Micro, Small and Medium Enterprises, as defined in the Micro, Small, Medium Enterprises Development Act, 2006, to whom the Company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made.

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the information available with the Company. This has been relied upon by the auditors.

B.14 The details of derivative instruments and foreign currency exposures are as under:

- Forward contracts outstanding in **USD 48.03 lacs** (equivalent to Rs.2380.67 lacs) as on 31st March, 2009. (Previous Year USD 10.00 lacs equivalent to Rs.402.30 lacs)
- The year end foreign currency exposures not hedged by a derivative instrument or otherwise are for Import of goods amounting to USD Nil (Previous Year USD 50.69 lacs) equivalent to Rs.Nil (Previous Year Rs. 2028.17 lacs).

B.15 Disclosure of Loans / Advances to Subsidiaries, Associate Companies etc. (As required by clause 32 of the listing agreement with Mumbai Stock Exchange)

(Rs. in lacs)		
Subsidiary Companies :	Amount Outstanding	Max. Amount Outstanding
1 Sea Lord Containers Limited	1674.49	2388.67
Previous year	2388.67	2551.25
2 Konkan Storage Systems (Kochi) Private Limited	1581.44	1581.44
Previous year	1276.11	1775.04
3 Eastern India LPG Company Private Limited	63.64	63.64
Previous year	61.89	111.89

Schedules (Contd.)

- (a) Loans and advances to employees and investments by such employees in the shares of the Company are excluded from the above disclosure.
- (b) In respect of the above loans there is no repayment schedule and they are repayable on demand.
- (c) In respect of the loan of **Rs. 1581.44 lacs** (Previous Year Rs.1276.11 lacs) given to Konkan Storage Systems (Kochi) Private Limited, and loan of **Rs. 63.64 lacs** (Previous Year Rs.61.89 lacs) given to Eastern India LPG Company Private Limited, wholly owned subsidiaries of the Company, no interest is charged.

However, the provisions of Section 372A of the Companies Act, 1956 are not applicable to loans covered under (c) above in view of the loanees being wholly owned subsidiaries of the Company.

- B.16** The Company holds 2,22,001 equity shares of Rs. 10 each and 400,000 preference shares of Rs.100/- each aggregating to Rs. 433.53 lacs in Hindustan Aegis LPG Limited (HALPG), an associate company. As per the audited accounts of HALPG for the year ended 31st March, 2009, the accumulated losses are Rs. 166.28 lacs as against the paid up capital of Rs. 520 lacs. Consequently, there is a fall in the value of the investments. However, in view of the fact that these investments are held as strategic, long term investments and the Company expects improvement in the long run, no provision is considered necessary in the accounts of the company, for the diminution in the value of the investments in the associate company.
- B.17** The Company holds 100,000 equity shares of Rs. 10 each amounting to Rs. 10 lacs in Konkan Storage Systems (Kochi) Private Limited (Konkan), a wholly owned subsidiary of the Company. The Company has also given a loan of Rs. 1581.44 lacs. As per the audited accounts of Konkan for the year ended 31st March, 2009, the accumulated losses are Rs. 507.97 lacs as against the paid up capital of Rs. 10 lacs. Consequently, there is a fall in the value of the investments and ability of the Company to repay the loan is also impaired. However, in view of the fact that these investments are held as strategic, long term investments and the Company expects improvement in the long run, no provision is considered necessary in the accounts of the company, for the diminution in the value of the investments as well as the non-recovery or partial recovery of the loan as aforesaid.
- B.18** During the year, the Company has incorporated its wholly owned subsidiary by the name of Aegis Group International Pte.Ltd. (AGIPL) at Singapore. AGIPL has issued 9758 Equity shares of USD 1 each fully paid up to the company. AGIPL is incorporated with the main objectives to provide assistance to the company in sourcing of Liquefied Petroleum Gas (LPG) and Propane, to provide inputs in the Company's plan of Port Infrastructure at various Ports, to explore opportunities of logistics business outside India etc.
- B.19** Figures for the previous year have been regrouped wherever necessary to correspond with figures of the current year. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

Signatures to Schedules 1 To 18

As per our Attached Report of even date

For Deloitte Haskins & Sells
Chartered Accountants

R. Laxminarayan
Partner

J. N. Shah
Company Secretary

Place: Mumbai
Dated: 30th May, 2009

For and on behalf of the Board of Directors

K. M. Chandaria *Chairman*

A. K. Chandaria *Managing Director*

D. J. Khimasia
R. J. Karavadia
K. S. Nagpal
V. H. Pandya } *Directors*

Balance Sheet Abstract and Company's General Business Profile (in thousand)

I. Registration No.

1	0	3	2
---	---	---	---

 State Code

0	4
---	---

 Balance sheet

3	1
---	---

0	3
---	---

2	0	0	9
---	---	---	---

II. Capital raised during the year (in thousand)

Public Issue

N	I	L
---	---	---

Bonus Issue

N	I	L
---	---	---

Right Issue

N	I	L
---	---	---

Private Placement

N	I	L
---	---	---

III. Position of mobilisation and deployment of funds (in thousand)

Sources of Funds

Total Liabilities

2	3	0	3	0	9	3
---	---	---	---	---	---	---

Paid up Capital

1	6	4	4	4	1
---	---	---	---	---	---

Secured Loans

2	5	2	1	4	2
---	---	---	---	---	---

Deferred Tax Liability

2	1	0	2	3	5
---	---	---	---	---	---

Application of Funds

Net Fixed Assets

1	2	6	7	7	4	2
---	---	---	---	---	---	---

Net Current Assets

4	9	9	4	2	8
---	---	---	---	---	---

Accumulated Losses

N	I	L
---	---	---

Total Assets

2	3	0	3	0	9	3
---	---	---	---	---	---	---

Reserves & Surplus

1	5	9	5	4	7	2
---	---	---	---	---	---	---

Unsecured Loans

4	7	3	4	5
---	---	---	---	---

Investments

5	3	5	9	2	3
---	---	---	---	---	---

Miscellaneous Expenditure

N	I	L
---	---	---

IV. Performance of the Company (in thousand)

Turnover

3	7	1	8	2	3	2
---	---	---	---	---	---	---

Profit Before Tax

3	6	8	7	6	0
---	---	---	---	---	---

Earning per Share in Rs.

1	5	.	3	2
---	---	---	---	---

Total Expenditure

3	3	4	9	4	7	2
---	---	---	---	---	---	---

Profit After Tax

3	0	3	7	4	6
---	---	---	---	---	---

Dividend Rate % (Including Interim)

4	5	%
---	---	---

V. Generic Names of Principal Products/Service of the Company

(As per Monetary Terms)

Item Code No.

(ITC Code)

2	7	1	1
---	---	---	---

Product Description

L	I	Q	U	I	F	I	E	D
---	---	---	---	---	---	---	---	---

P	E	T	R	O	L	E	U	M		G	A	S
---	---	---	---	---	---	---	---	---	--	---	---	---

For and on behalf of the Board of Directors

K. M. Chandaria

Chairman

A. K. Chandaria

*Managing Director*J. N. Shah
Company Secretary

D. J. Khimasia

R. J. Karavadia

K. S. Nagpal

V. H. Pandya

Directors

Place : Mumbai

Dated : 30th May, 2009

Statement pursuant to Section 212 of the Companies Act, 1956 relating to Subsidiary Companies

(Rs. In Lacs)

	Sea Lord Containers Ltd.	Konkan Storage Systems (Kochi) Pvt.Ltd.	Eastern India LPG Co.Pvt.Ltd.	Aegis Group International Pte.Ltd.
A The Financial Year of the subsidiary ended on	31st March,2009	31st March,2009	31st March,2009	31st March,2009
B Holding Company's Interest				
(i) Equity Shares				
(a) No.of shares (FV Rs.10/-) fully paid	937500	100000	100000	-
(b) No.of shares (FV US \$ 1/-) fully paid	-	-	-	9758
(c) % shares held by the holding company	75%	100%	99.99%	100%
(ii) 6% Cumulative Redeemable Preference Shares				
(a) No.of shares (FV Rs.100/-) fully paid	1200000	NA	NA	NA
(b) % shares held by the holding company	100%	NA	NA	NA
(iii) 8% Non Cumulative Redeemable Preference Shares				
(a) No.of shares (FV Rs.100/-) fully paid	600000	NA	NA	NA
(b) % shares held by the holding company	100%	NA	NA	NA
C Net aggregating amount of Profit/(Loss) of the Subsidiary,so far as they concern members of the Company				
(i) For the Financial year of Subsidiary				
(a) Dealt with the accounts of the Holding Company	212.89	(452.99)	* NA	(2.20)
(b) Not dealt with the accounts of the Holding Company	NIL	NIL	* NA	NIL
(ii) For the Previous Financial Year of Subsidiary since it become the holding company's subsidiary.				
(a) Dealt with the accounts of the Holding Company	89.25	(54.99)	* NA	NA
(b) Not dealt with the accounts of the Holding Company	NIL	NIL	* NA	NA
D Changes in the interest of the Holding Company or the subsidiary company between the end of the financial year of the subsidiary company and 31st March,2009	NA	NA	NA	NA
E Material changes between the end of the Financial Year of the subsidiary company and 31st March,2009				
(i) Fixed Assets (Purchased)	NA	NA	NA	NA
(ii) Investments (Net)	NA	NA	NA	NA
(iii) Money lent by subsidiary	NA	NA	NA	NA
(iv) Money borrowed by the subsidiary company other than for current liabilities	NA	NA	NA	NA

* No profit and loss has been prepared pending commencement of commercial operations

For and on behalf of the Board of Directors

K. M. Chandaria *Chairman*

A. K. Chandaria *Managing Director*

J. N. Shah
Company Secretary

D. J. Khimasia
R. J. Karavadia
K. S. Nagpal
V. H. Pandya

} *Directors*

Place : Mumbai

Dated : 30th May, 2009

AUDITORS' REPORT**TO THE BOARD OF DIRECTORS OF AEGIS LOGISTICS LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS OF AEGIS LOGISTICS LIMITED, ITS SUBSIDIARIES AND AN ASSOCIATE (AEGIS GROUP).**

1. We have audited the attached consolidated Balance Sheet of Aegis Group as at 31st March, 2009 and also the consolidated profit and loss account and the consolidated cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the management of Aegis Logistics Limited and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the generally accepted auditing standards in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of all material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of the subsidiaries and an associate whose financial statements reflect total assets of Rs. 10,435.98 lacs (Previous year Rs. 11,533.51 lacs) as at 31st March, 2009 and total revenues of Rs. 1,855.09 lacs (Previous year Rs. 1,572.77 lacs) and cash flows amounting to Rs. 66.64 lacs (Previous year Rs. 69.88 lacs) for the year then ended on that date as considered in the consolidated financial statements. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion is based solely on the reports of the respective auditors.
4. We report that the consolidated financial statements have been prepared by the Management of Aegis Logistics Limited in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements and Accounting Standard (AS) 23, Accounting for investments in Associates in Consolidated Financial Statements, as notified under the Companies (Accounting Standard) Rules, 2006 and on the basis of separate audited financial statements of Aegis Logistics Limited, its subsidiaries and an associate included in the consolidated financial statements.
5. Without qualifying our opinion we draw attention to Note No. B (14) of Schedule 18 regarding provision of Rs. 247.13 lacs made in the books for commission by way of percentage of net profits of the Company payable to the managing directors being dependent upon the grant of approval by the Central Government of their appointments as the managing directors.
6. Based on our audit and on consideration of reports of other auditors on separate financial statements, the other financial information of the Components and to the best of our information and according to explanations given to us, we are of the opinion that the attached Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Consolidated Balance Sheet, of the state of affairs of Aegis Group as at 31st March, 2009;
 - (ii) in the case of the Consolidated Profit and Loss Account, of the profit of Aegis Group for the year ended on that date; and
 - (iii) in the case of the Consolidated Cash Flow Statement, of the cash flows of Aegis Group for the year ended on that date.

For DELOITTE HASKINS & SELLS
Chartered Accountants

R. LAXMINARAYAN
Partner

Membership No: 33023

Place : Mumbai
Dated: 30th May, 2009.

Consolidated Balance Sheet as at 31st March, 2009

	Schedule	Rupees in lacs	As At 31st March, 2009 Rupees in lacs	As At 31st March, 2008 Rupees in lacs
I. SOURCES OF FUNDS:				
1. Shareholders' funds :				
(a) Capital	1	1,644.41		1,990.70
(b) Capital Suspense Account	1A	334.58		-
(c) Reserves and Surplus	2	14,933.10		13,504.15
			16,912.09	15,494.85
2. Loan funds :				
(a) Secured Loans	3	8,971.42		9,931.35
(b) Unsecured Loans	4	473.45		454.55
			9,444.87	10,385.90
3. Deferred Tax Liability (Net)			2,102.35	2,364.29
TOTAL			28,459.31	28,245.04
II. APPLICATION OF FUNDS:				
1. Fixed Assets :	5			
(a) Gross Block		32,002.56		31,803.82
(b) Less: Depreciation		9,654.53		8,299.10
(c) Net Block		22,348.03		23,504.72
(d) Capital Work-In-Progress		718.24		193.03
			23,066.27	23,697.75
2. Investments	6		3,374.49	777.48
3. Current Assets, Loans and advances :				
(a) Inventories	7	600.78		1,279.81
(b) Sundry Debtors	8	2,471.71		4,148.32
(c) Cash and Bank Balances	9	3,349.31		2,346.52
(d) Loans and Advances	10	1,889.96		2,114.77
		8,311.76		9,889.42
Less : Current Liabilities and Provisions :	11			
(a) Current Liabilities		5,114.63		5,515.70
(b) Provisions		1,178.58		603.91
		6,293.21		6,119.61
Net Current Assets			2,018.55	3,769.81
TOTAL			28,459.31	28,245.04

Significant Accounting Policies and
Notes on accounts

18

Schedules 1 to 11 and 18 annexed hereto form part of these accounts.

As per our Attached Report of even date

For and on behalf of the Board of Directors

For Deloitte Haskins & Sells
Chartered Accountants

K. M. Chandaria *Chairman*

R. Laxminarayan
Partner

J. N. Shah
Company Secretary

A. K. Chandaria *Managing Director*

D. J. Khimasia
R. J. Karavadia
K. S. Nagpal
V. H. Pandya

} *Directors*

Place: Mumbai
Dated: 30th May, 2009

Consolidated Profit and Loss Account for the year ended 31st March, 2009

	Schedule	Rupees in lacs	Current Year Rupees in lacs	Previous Year Rupees in lacs
INCOME				
Operating Revenue				
Sales		30,043.37		29,969.49
Service Revenue		8,574.31		8,956.33
			38,617.68	38,925.82
Share of Profit of Associate			-	1.52
Other Income	12		358.78	226.95
TOTAL			38,976.46	39,154.29
EXPENDITURE				
Material Costs	13		27,421.74	26,665.24
Operating Expenses	14		1,708.07	1,523.11
Employment Costs	15		1,561.40	1,438.80
Administrative, Selling & General Expenses	16		2,445.67	2,471.57
Interest and Finance Charges	17		1,038.67	893.97
Share of Loss of Associate			35.05	-
Depreciation		1,362.44		1,206.87
Less: Transferred to Capital Work in Progress		7.96		4.40
			1,354.48	1,202.47
TOTAL			35,565.08	34,195.16
Profit before Tax			3,411.38	4,959.13
Provision for Taxation :				
Current Tax (including Wealth tax Rs. 0.95 lacs, Previous Year Rs. 0.92 lacs)		882.79		569.77
M.A.T.Credit Entitlement		-		(311.92)
Fringe Benefit Tax		27.04		30.31
Deferred Tax		(261.94)		864.27
			647.89	1,152.43
Short / (Excess) Provision for Tax of Earlier years			23.64	(37.05)
Profit after Tax			2,739.85	3,843.75
Minority Interest		53.22		22.45
Losses relatable to Minority Interest in the earlier years recouped (Refer Note No B.13 of Schedule 18)		53.22	-	22.45
			-	-
Profit after Minority Interest			2,739.85	3,843.75
Balance in Profit and Loss Account Brought Forward			10,434.49	8,030.06
Transferred during the year pursuant to Scheme of Amalgamation (Refer Note No. B.8 of Schedule 18)			137.24	-
			13,311.58	11,873.81

Consolidated Profit and Loss Account for the year ended 31st March, 2009

	Schedule	Rupees in lacs	Current Year Rupees in lacs	Previous Year Rupees in lacs
APPROPRIATIONS				
Transferred to General Reserve			319.14	390.95
Interim Dividend			-	497.94
Proposed Interim Dividend (Refer Note B.8(v) of Schedule 18)			411.41	-
Corporate Dividend Tax thereon			84.63	84.63
Interim Dividend Paid by Amalgamating Company (Refer Note B.8 of Schedule 18)			48.84	-
Corporate Dividend Tax thereon			8.30	-
Proposed 2nd Interim Dividend by Amalgamating Company (Refer Note B.8 of Schedule 18)			73.27	-
Corporate Dividend Tax thereon			12.45	-
Corporate Dividend Tax on Preference Dividend by Amalgamating Company (Refer Note No. B.8 (iv) of Schedule 18)			3.26	-
Proposed Dividend - Final			396.47	398.14
Corporate Dividend Tax thereon			67.38	67.66
Balance Carried to Balance Sheet			11,886.43	10,434.49
TOTAL			13,311.58	11,873.81
Basic & Diluted Earnings per Equity Share of face Rs.10/- each			13.82	19.28
(Refer to Note B.6 of Schedule 18)				

**Significant Accounting Policies and
Notes on accounts**

18

Schedules 12 to 18 annexed hereto form part of these accounts

As per our Attached Report of even date

For Deloitte Haskins & Sells
Chartered Accountants

R. Laxminarayan
Partner

J. N. Shah
Company Secretary

Place: Mumbai
Dated: 30th May, 2009

For and on behalf of the Board of Directors

K. M. Chandaria *Chairman*A. K. Chandaria *Managing Director*

D. J. Khimasia
R. J. Karavadia
K. S. Nagpal
V. H. Pandya

} *Directors*

Consolidated Cash Flow Statement for the year ended 31st March, 2009

	Rupees in lacs	Current Year Rupees in lacs	Previous Year Rupees in lacs
A. Cash Flow from Operating Activities:			
Profit Before Tax		3,411.38	4,959.13
Adjustments for:			
Depreciation	1,354.48		1,202.47
Interest Expenses (Net)	1,038.67		893.97
Dividend Income	(279.98)		(134.13)
Diminution in value of Current Investments	183.11		40.14
Expenses on Scheme of Amalgamation	(9.00)		-
Sundry Balances written back (net)	-		(22.42)
Share of Loss/(Profit) from Associate	35.05		(1.52)
Sundry debit balances written off	10.10		-
Provision for doubtful debts	34.22		-
Loss on sale of Fixed Assets	5.59		3.22
(Profit) on sale of Long Term Investments	-		(10.93)
(Profit) on sale of Current Investments	(2.34)		-
		2,369.90	1,970.80
		5,781.28	6,929.93
Operating Profit Before Working Capital Changes			
Decrease/(Increase) in Trade and Other Receivables	1,832.71		(1,880.90)
Decrease/(Increase) in Inventories	679.40		(621.60)
(Decrease)/Increase in Trade and Other Payables	(587.55)		360.79
(Decrease)/Increase in Leave Encashment	(4.26)		4.57
(Decrease)/Increase in Gratuity	(0.34)		28.17
		1,919.96	(2,108.97)
Cash Generated from Operations		7,701.24	4,820.96
Direct Taxes Paid		(824.62)	(676.35)
Net Cash Flow from Operating Activities	A	6,876.62	4,144.61
B. Cash Flow from Investing Activities:			
Purchase of Fixed Assets	(1,231.16)		(3,111.71)
Sale of Fixed Assets	502.56		3.06
Purchase of Long Term Investments	(400.00)		(530.77)
Sale of Long Term Investments	-		160.00
Sale of Current Investments	23,170.96		20,902.98
Purchase of Current Investments	(25,597.75)		(21,014.18)
Cash balance of subsidiary taken over	-		0.35
Balance with Scheduled banks of Demerged undertaking taken over	-		7.48
Balance with Scheduled bank(overdraft) of Demerged undertaking taken over	-		(15.00)
Balance with Scheduled banks of Amalgamating Company taken over	18.42		-
Loan to a Company	20.75		(20.75)
Interest Received	353.32		152.99
Dividend Received	(130.73)		5.79
Net Cash used in Investing Activities	B	(3,293.63)	(3,459.76)

C. Cash Flow from Financing Activities:

	Rupees in lacs	Current Year Rupees in lacs	Previous Year Rupees in lacs
(Decrease)/Increase in Term and Other Borrowings (net)	(941.18)		1,554.51
Receipt of Calls in Arrears on Equity Shares	(0.09)		0.35
Dividend Paid (including tax on Distributed Profit) - Final	(462.17)		(476.94)
Dividend Paid (including tax on Distributed Profit) - Interim	(60.94)		(565.63)
Interest Paid	(1,194.95)		(1,059.23)
Net Cash used in Financing Activities	(2,659.33)		(546.94)
Net Increase in Cash and Cash Equivalents	923.66		137.91
Cash and Cash Equivalents as at the end of the year:			
- Cash & Balances in Current Accounts with Banks	505.01		373.30
- Deposits with Banks and Interest Accrued thereon	2,450.12		1,658.17
	2,955.13		2,031.47
Less: Cash and Cash Equivalents as at the beginning of the year	2,031.47		1,893.56
Net Increase in Cash and Cash Equivalents	923.66		137.91

Notes:

1. Cash and Cash Equivalents do not include Fixed Deposits with Banks as margin money and as Escrow.
2. Figures in bracket denote outflow of cash.
3. The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Accounting Standard (AS - 3) "Cash Flow Statements" issued by the Institute of Chartered Accountants of India.

As per our Attached Report of even date

For Deloitte Haskins & Sells
Chartered AccountantsR. Laxminarayan
PartnerJ. N. Shah
Company SecretaryPlace: Mumbai
Dated: 30th May, 2009

For and on behalf of the Board of Directors

K. M. Chandaria *Chairman*A. K. Chandaria *Managing Director*

D. J. Khimasia	} <i>Directors</i>
R. J. Karavadia	
K. S. Nagpal	
V. H. Pandya	

Schedules 1 to 18 Forming Part of Balance Sheet and Profit & Loss Account

SCHEDULE:1 SHARE CAPITAL**Authorised:**

5,20,00,000 (*Previous Year 4,90,00,000*) Equity Shares of Rs.10 each
(Refer Note No. B.8 (iii) (i) of Schedule 18)

1,00,000 13.5% Cumulative Redeemable Preference Shares of Rs. 100 each
60,00,000 (*Previous Year Nil*) Redeemable Preference Shares of Rs.10/- each
(Refer Note No. B.8 (iii) (i) of Schedule 18)

Issued :

1,99,40,585 Equity Shares of Rs.10 each

Subscribed and Paid up :

1,99,40,585 Equity Shares of Rs.10 each fully called up
Less: 34,63,125 Equity shares of Rs.10 each fully paid up held by Transferor
company cancelled pursuant to the scheme of amalgamation
(Refer Note No. B.8 (iii) (f) of Schedule 18)
Less: Calls / allotment monies unpaid - By Others

TOTAL

As At 31st March, 2009 Rupees in lacs	As At 31st March, 2008 Rupees in lacs
5,200.00	4,900.00
100.00	100.00
600.00	-
5,900.00	5,000.00
1,994.06	1,994.06
1,994.06	1,994.06
346.31	-
3.34	3.36
1,644.41	1,990.70

Notes :

Of the above Shares:

- 20,000 Equity Shares of Rs.10 each fully paid up allotted in earlier year have been issued to two non resident companies against their deposits. The said deposits were utilised towards import of capital goods.
- 8,20,000 Equity Shares of Rs. 10 each were allotted in earlier years as fully paid up by way of Bonus Shares by capitalisation of General Reserve.
- 74,900 Equity Shares of Rs. 10 each were allotted on 11th March, 1981 as fully paid up without payment being received in cash pursuant to the scheme of amalgamation sanctioned by order of the High Court of Gujarat dated 16th December, 1980.
- 2,81,000 Equity Warrants have been converted into Equity Shares during the year 1995-96.
- 11,83,400 Equity Shares of Rs.10 each have been allotted as fully paid up and issued to Shareholders of erstwhile Amit Alcohol and Carbon Dioxide Ltd. on amalgamation without payment being received in cash pursuant to the scheme of amalgamation sanctioned by order of the High Court of Gujarat dated 2nd April, 1997.
- 36,00,001 Equity Shares of Rs.10 each have been allotted as fully paid up and issued to Shareholders of Hindustan Aegis LPG Limited on demerger of Throughput Activity Undertaking into the company without payment being received in cash pursuant to the scheme of arrangement sanctioned by order of the High Court of Gujarat dated 12th February, 2008.

SCHEDULE 1A : SHARE CAPITAL SUSPENSE ACCOUNT

Represents 33,45,800 equity shares (*previous year Nil*) of Rs.10/- each to be allotted as fully paid for consideration other than cash as per the terms of amalgamation to the shareholders of the amalgamating company
(Refer Note No. B.8 (iii) (e) of Schedule 18)

TOTAL

As At 31st March, 2009 Rupees in lacs	As At 31st March, 2008 Rupees in lacs
334.58	-
334.58	-

Schedules (Contd.)

	Rupees in lacs	As At 31st March, 2009 Rupees in lacs	As At 31st March, 2008 Rupees in lacs
SCHEDULE 2: RESERVES AND SURPLUS			
Capital Reserve			
As per Last Balance Sheet		54.90	54.90
Capital Reserve (Demerger)			
As per Last Balance Sheet	706.77		-
Add: Surplus on account of Demerger of Throughput Undertaking of Hindustan Aegis LPG Limited into the company	-		1,219.31
Less: Deficit on account of merger of Tapi Finvest India Private Limited into the company (Refer Note No. B.8 (iii) (f) & (g) of Schedule 18)	506.54		-
Less: Diminution in value of investments held in Hindustan Aegis LPG Limited on Demerger of its Undertaking	-		512.54
		200.23	706.77
Capital Redemption Reserve			
Transferred pursuant to Scheme of Amalgamation (Refer Note No. B.8 of Schedule 18)		160.00	-
Securities Premium Account			
As per Last Balance Sheet	1,363.83		1,363.55
Add: Received during the year	0.02		0.28
		1,363.85	1,363.83
Note: Securities Premium on Call / Allotment Monies Unpaid Rs.7.38 lacs (Previous Year Rs.7.40 lacs)			
General Reserve			
As Per Last Balance Sheet	944.16		579.85
Less: Adjustment in respect of Provision for Employee benefit relating to past services.	-		26.64
Add: Transferred pursuant to Scheme of Amalgamation (Refer Note No. B.8 of Schedule 18)	4.39		-
Add: Transferred from Profit and Loss Account	319.14		390.95
		1,267.69	944.16
Balance in Profit and Loss Account		11,886.43	10,434.49
TOTAL		14,933.10	13,504.15
SCHEDULE 3: SECURED LOANS			
Term Loans			
(A) From Financial Institutions:			
(i) Secured by mortgage of specific immovable properties of the Company situated at Trombay and Vapi ranking paripassu and hypothecation of movable properties of the Company; subject to prior charge in favour of bankers for working capital loans.		107.69	538.46
(ii) Secured by mortgage of specific immovable office property, furniture & fixtures therein, situated at Mumbai.		56.22	125.81
(B) From Bank:			
Secured by mortgage of specific immovable properties of the Group situated at Trombay, Kochi and Vapi ranking paripassu and hypothecation of movable properties of the Group and a corporate guarantee; subject to prior charge in favour of bankers for working capital loans.		8,807.51	9,267.08
TOTAL		8,971.42	9,931.35
SCHEDULE 4: UNSECURED LOANS			
Fixed Deposits		473.45	454.55
(Due within one year Rs.134.45 lacs , Previous year Rs.156.40 lacs)			
TOTAL		473.45	454.55

Schedules (Contd.)

SCHEDULE 5: FIXED ASSETS

	(Rupees in lacs)					N E T B L O C K	
	G R O S S - B L O C K		D E P R E C I A T I O N			As at 31st March, 2009	As at 31st March, 2008
	As at 1st April, 2008	Additions	Adjustment	Deductions	As at 31st March, 2009	As at 31st March, 2009	As at 31st March, 2008
			For the year				
Tangible Assets							
Freehold Land	430.49	-	-	-	1.48	429.01	429.01
Leasehold Land	665.87	-	25.88	-	47.61	618.26	644.14
Buildings	2,045.56	135.24	35.08	-	284.48	1,895.73	1,796.16
Plant And Machinery	26,747.73	395.78	1,235.15	-	8,943.40	17,700.70	19,039.48
Furniture And Fixtures	106.75	114.39	11.62	-	67.50	153.64	50.87
Office Equipments	286.41	35.12	28.81	-	193.25	128.28	121.97
Vehicles	235.96	14.68	20.47	7.01	90.24	145.24	159.18
Intangible Assets							
Software Acquired	35.23	18.69	5.43	-	26.57	27.35	14.09
Goodwill on Consolidation	1,249.82	-	-	-	-	1,249.82	1,249.82
TOTAL	31,803.82	713.90	1,362.44	7.01	9,654.53	22,348.03	
Previous Year	15,363.38	7,628.88	1,206.87	13.50	8,299.10		23,504.72
Capital Work-In-Progress						718.24	193.03
					TOTAL	23,066.27	23,697.75

NOTES:

- (1) Gross Block is at cost.
- (2) Buildings include **Rs. 5.58 lacs** for premises in a Co-operative Society against which the shares of the face value of Rs.500 are held under the bye-laws of the society.

Schedules (Contd.)

SCHEDULE 6: INVESTMENTS**A. LONG TERM INVESTMENTS (FULLY PAID-UP AT COST):**

	As At 31st March, 2009 Rupees in lacs	As At 31st March, 2008 Rupees in lacs
In Equity shares of Companies	3.07	3.04
In Equity shares of an Associate	-	19.75
In Government Securities	0.48	0.38
In Preference shares of a Company	-	240.00
In Preference shares of an Associate	400.00	-

B. CURRENT INVESTMENTS (AT LOWER OF COST AND FAIR VALUE):

Non-Trade Investments (Unquoted)		
In Units of Mutual Fund	2,970.94	514.31
TOTAL	3,374.49	777.48

	Cost		Market Value	
	As at 31st March 2009 (Rs. In Lacs)	As at 31st March 2008 (Rs. In Lacs)	As at 31st March 2009 (Rs. In Lacs)	As at 31st March 2008 (Rs. In Lacs)
Aggregate value of Quoted Long Term Investments	3.07	3.04	3.13	3.75
Aggregate value of Unquoted Long Term Investments	400.48	20.13	-	-
Total	403.55	23.17	3.13	3.75

SCHEDULE 7: INVENTORIES

(At Cost or net realisable value whichever is lower)

Stores and Spare Parts	356.10	369.20
Finished Goods - Merchanting Goods	244.68	910.61
	600.78	1,279.81

Schedules (Contd.)

	As At 31st March, 2009 Rupees in lacs	As At 31st March, 2008 Rupees in lacs
SCHEDULE 8: SUNDRY DEBTORS (UNSECURED)		
Debts Outstanding for a period exceeding six months -		
Considered Good	270.66	176.90
Considered Doubtful	271.76	180.27
	<u>542.42</u>	<u>357.17</u>
Other Debts - Considered Good	2,201.05	3,971.42
- Considered Doubtful	-	57.28
	<u>2,201.05</u>	<u>4,028.70</u>
Less: Provision for Doubtful Debts	271.76	237.55
TOTAL	<u>2,471.71</u>	<u>4,148.32</u>
SCHEDULE 9: CASH AND BANK BALANCES		
Cash on Hand	-	0.04
Balances With Scheduled Banks:		
- In Current Accounts	505.01	373.26
- In Deposit Accounts	2,844.30	1,973.22
[Includes Rs.394.19 lacs , (Previous Year Rs.342.53 lacs) in Margin Money Account] [Includes Interest accrued Rs.69.99 lacs , (Previous Year Rs.10.09 lacs)]		
TOTAL	<u>3,349.31</u>	<u>2,346.52</u>
SCHEDULE 10: LOANS AND ADVANCES (UNSECURED AND CONSIDERED GOOD)		
Loan to a Company	-	20.75
Advances Recoverable in cash or in kind or for value to be received	726.67	843.90
Deposits with Government Authorities and Others	545.59	523.58
Advance Payment of Taxes (Net of Provision for Tax)	617.70	414.62
M.A.T. Credit Entitlement	-	311.92
TOTAL	<u>1,889.96</u>	<u>2,114.77</u>
SCHEDULE 11: CURRENT LIABILITIES AND PROVISIONS		
Current Liabilities:		
Sundry Creditors	3,222.05	2994.40
Deposit from Dealers	604.50	682.50
Unpaid Dividend	45.63	42.00
Unpaid Matured Deposits	15.15	19.75
Interest Accrued on Matured Deposits	2.32	1.96
Interest accrued but not due on loans	0.94	4.00
Book Overdraft	0.01	-
Other Liabilities	1,224.03	1771.09
	<u>5,114.63</u>	<u>5515.70</u>
Provisions :		
Proposed Dividend - Final	396.47	398.14
Proposed Dividend - Interim	484.17	-
Corporate Dividend Tax - Interim	97.05	-
Corporate Dividend Tax - Final	67.38	67.66
Leave Encashment	31.97	36.23
Gratuity	101.54	101.88
TOTAL	<u>1178.58</u>	<u>603.91</u>
	<u>6293.21</u>	<u>6119.61</u>

Schedules (Contd.)

SCHEDULE 12: OTHER INCOME

	Current Year Rupees in lacs	Previous Year Rupees in lacs
Dividend on Long Term Investments (non-trade)	50.17	0.04
Dividend on Current Investments (non-trade)	227.47	134.09
Sundry Balances written back (net)	-	22.42
Profit on sale of Long Term Investments	-	10.55
Profit on sale of Current Investments	2.34	0.38
Miscellaneous Receipts	78.80	59.47
TOTAL	<u>358.78</u>	<u>226.95</u>

SCHEDULE 13: MATERIAL COSTS**Merchanting Goods**

Opening Stock	910.61	349.12
Add : Purchases	26,755.81	27,226.73
Less : Closing Stock	244.68	910.61
TOTAL	<u>27,421.74</u>	<u>26,665.24</u>

SCHEDULE 14: OPERATING EXPENSES

Stores and Spare parts consumed	287.14	228.23
Power and Fuel	467.94	417.57
Repairs to Machinery	32.66	33.81
Lease Rentals	258.21	165.64
Tankage Charges	96.20	168.96
Way Leave Fees	461.93	417.44
Water Charges	52.42	39.98
Packing Materials and Other Charges	51.57	51.48
TOTAL	<u>1,708.07</u>	<u>1,523.11</u>

SCHEDULE 15: EMPLOYMENT COSTS

Salaries, Wages, Bonus and Gratuity	1,401.68	1,300.67
Contribution to Provident Fund and Other Funds	85.93	81.66
Employees' Welfare Expenses	73.79	56.47
TOTAL	<u>1,561.40</u>	<u>1,438.80</u>

Schedules (Contd.)

**SCHEDULE 16: ADMINISTRATIVE, SELLING
AND GENERAL EXPENSES**

	Rupees in lacs	Current Year Rupees in lacs	Previous Year Rupees in lacs
Repairs			
Buildings	-		3.24
Others	60.49		40.88
		60.49	44.12
Rent		20.93	57.65
Rates and Taxes		170.09	160.72
Insurance		130.39	179.15
Commission on Sales		416.01	476.26
Rebates & Discounts		77.72	-
Printing and Stationery		39.53	29.89
Communication Expenses		66.79	67.41
Travelling, Conveyance and Vehicle Expenses		236.97	299.14
Advertisement		85.96	197.22
Legal and Professional charges		317.32	383.59
Commission to Directors		247.13	-
Directors' Sitting Fees		3.46	3.85
Donations		124.01	124.00
Provision for doubtful debts		34.22	217.55
Bad Debts written off		79.06	-
Loss on sale of Fixed Assets		5.59	3.22
Sundry debit balance/irrecoverable balance written off		10.10	50.00
Diminution in value of current investments		183.11	40.14
Miscellaneous Expenses (including Security services, Books, Subscription, Selling expenses, etc.)		136.79	137.66
TOTAL		2,445.67	2,471.57

SCHEDULE 17: INTEREST AND FINANCE CHARGES

On Fixed Loans	1,080.43	816.24
On Cash Credit Accounts etc.	4.59	1.65
Other Interest	63.21	123.18
Bank / Finance Charges	43.89	106.19
	1,192.12	1,047.26
Less: Interest on loans and advances, deposit with banks etc. (including tax deducted at source Rs.18.81Lacs , Previous year Rs.8.51 lacs) (includes interest on income tax refund Rs. 14.21 Lacs , Previous year Rs.77.16 lacs)	153.45	153.29
TOTAL	1,038.67	893.97

Schedules (Contd.)

SCHEDULE 18: SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF CONSOLIDATED BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

A.1.1 Principles of consolidation:

The consolidated financial statements relate to Aegis Logistics Limited ('the Company') and its subsidiaries and an associate, which together constitute the Group. The consolidated financial statements have been prepared on the following basis:

- (i) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses in accordance with Accounting Standard (AS- 21) "Consolidated Financial Statements".
- (ii) Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- (iii) Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- (iv) In case of associates where the Company directly or indirectly through subsidiaries holds more than 20% of equity or the Company exercises significant influence through representation on the Board of Directors of the other Company, investments are accounted for using equity method in accordance with Accounting Standard (AS-23) "Accounting for Investments in Associates in Consolidated Financial Statements".
- (v) The difference between the cost of investment in the subsidiaries / associate and the share of net assets at the time of acquisition of shares in the subsidiaries / associate is identified in the financial statements as Goodwill or Capital Reserve as the case may be.
- (vi) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and appropriate adjustments are made to the financial statements of subsidiaries / associate when they are used in preparing the consolidated financial statements that are presented in the same manner as the Company's separate financial statements.
- (vii) As required by Accounting Standard (AS-23) "Accounting for Investments in Associates on Consolidated Financial Statements", the carrying amounts of investment in Associates at the beginning of the year have been restated by applying "Equity Method" of accounting from the date of acquisition of the associates and corresponding adjustments have been made to the retained earnings at the beginning of the year after eliminating unrealised profits, if any.

A 1.2 The list of the subsidiaries and an associate of the Company which are included in the consolidation and the Group's holding therein are as under:

Name of Subsidiary	Country of Incorporation	Percentage Holding-Share
1. Sea Lord Containers Limited	India	75%
2. Konkan Storage Systems (Kochi) Private Limited	India	100%
3. Eastern India LPG Co (Private) Limited	India	100%
4. Aegis Group International Pte. Limited	Singapore	100%

Name of Associate

Hindustan Aegis LPG Limited *	India	18.50%
-------------------------------	-------	--------

* Hindustan Aegis LPG Limited (HALPG) a company under the same management is classified as an associate as per Accounting Standard (AS -23) "Accounting for Investment in Associates" on the basis of significant influence through representation of the company in the Board of HALPG.

A.2. Significant Accounting Policies

A.2.1. Basis of preparation of Financial Statements

The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

Schedules (Contd.)

A.2.2. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialise.

A.2.3. Fixed Assets

Fixed Assets are carried at cost of acquisition or construction. They are stated at historical costs.

A.2.4. Investments

Long Term Investments are shown at cost. However, when there is a decline, other than temporary, in the value of long-term investment, the carrying amount is reduced to recognise the decline.

Current Investments are carried at lower of cost and fair value, computed category wise.

A.2.5. Inventories

Inventories are valued at cost or Net Realisable Value whichever is less. Cost is determined by using the First In First out formula. Cost comprises all costs of purchase, cost of conversion and cost incurred to bring inventories to their present location and condition other than those subsequently recoverable by the company from tax authorities.

A.2.6. Timing of Revenue Recognition

In appropriate circumstances, Revenue (Income) is recognised when no significant uncertainty as to measurability or collectability exists.

A.2.7. Operating Revenue

Sales turnover for the year is net of trade discounts and include sales value of goods and other recoveries, such as insurance, transport and packing charges but excludes sales tax.

Service revenue is recognized on time proportion basis and excludes service tax.

A2.8. Depreciation

- (i) Depreciation on Tangible Fixed Assets is provided on original cost of Fixed Assets on straight line method under Section 205(2) (b) of the Companies Act, 1956 at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956 or the rates determined based on the useful lives of the assets estimated by the management, whichever are higher.

The rate adopted for depreciation determined on the basis of useful life of the fixed asset which is different from that prescribed under Schedule XIV is as under:

Description of Asset	Rate of Depreciation
Furniture & fixtures - Autogas Dispensing Station	10.00%

- (ii) Depreciation on additions to fixed assets during the year has been provided on prorata basis from the date of such additions. Depreciation on assets sold, discarded or demolished has been provided on prorata basis.
- (iii) Lease hold Land has been amortised over the period of the lease on straight-line basis.

A.2.9. Intangible Assets

Intangible Assets are stated at cost of acquisition less accumulated amortisation. Software is amortised on straight-line basis over a period of its estimated useful life, however not exceeding 5 years.

A.2.10 Voluntary Retirement

Compensation paid to employees who have opted for retirement under the Voluntary Retirement Scheme (VRS) of the Company is debited to Profit and Loss Account in the year of payment.

A.2.11 Employee Benefits

Contribution to defined schemes such as Provident Fund, Family Pension Fund, Superannuation Fund (in the

Schedules (Contd.)

case of eligible employees) and Employees' State Insurance Scheme are charged to the Profit and Loss Account as incurred.

Company's liability towards gratuity is determined by actuarial valuation carried out by the independent actuary as at each balance sheet date. The actuarial valuation method used for measuring the liability is the Projected Unit Credit method.

The liability for compensated absences is determined by actuarial valuation carried out by the independent actuary as at each balance sheet date and provided for as incurred in the year in which services are rendered by employees. The actuarial valuation method used for measuring the liability is the Projected Unit Credit method.

A.2.12 Foreign Currency Transactions

- (a) Transactions in Foreign Currencies are recorded at the original rate of exchange in force at the time of occurrence of transactions.
- (b) Monetary items denominated in foreign currencies at the year-end are translated at the relevant rates of exchange prevailing at the year-end. The translation / settlement differences are recognised in the Profit & Loss Account.
- (c) Foreign Subsidiaries (Integral operations)

In case of a foreign subsidiary, revenue items are consolidated at the average rate prevailing during the year. Non-monetary items are translated at historical rates. Monetary items are translated at rates prevailing at the end of the year. All resulting exchange differences are recognised in the Profit & Loss Account

A.2.13 Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its Recoverable Amount. Recoverable Amount is higher of an asset's Net selling price or its Value in Use. Value in Use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net Selling Price is the amount obtainable from the sale of an asset in an arms length transaction between knowledgeable, willing parties, less the cost of disposal.

An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired.

A.2.14 Operating Lease Rentals

Lease Rental expenses are accounted on straight-line basis over the lease term.

A.2.15 Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

A.2.16 Taxes on Income

Current tax is determined as the amount of tax payable in respect of taxable income for the year.

Deferred tax for the year is recognized, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Provision for Fringe Benefits Tax is made in accordance with Chapter XII-H of the Income Tax Act, 1961.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized and carried forward only if there is a reasonable certainty (virtual certainty in case of unabsorbed depreciation and business loss) of its realization.

A.2.17 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Claims in respect of which the company is of the opinion that they are frivolous or is legally advised that they are unsustainable in law are not considered as contingent liability as the possibility of an outflow of resources embodying economic benefits is remote. Contingent Assets are neither recognized nor disclosed in the financial statements.

Schedules (Contd.)

B. Notes on Balance Sheet and Profit and Loss Account**B.1. Contingent liabilities in respect of :-**

	Current Year Rs. in lacs	Previous Year Rs. in lacs
(a) Claims against the Company not acknowledged as debts	12.00	12.00
(b) Income Tax demands disputed in appeal	29.27	157.57
(c) Estimated amount of contracts remaining to be executed on Capital Account and not provided for	586.54	146.10

In respect of items mentioned under Paragraphs (a) and (b) above, till the matters are finally decided, the financial effect cannot be ascertained.

- B.2.** (i) Guarantees given to Banks against repayment of loans advanced from time to time to Sea Lord Containers Ltd., a Subsidiary of the Company to the extent of Rs. 45 crores (Previous year Rs. 45 crores). The balance of such loan outstanding as at 31st March, 2009 was Rs. 45 crores (Previous Year Rs. 45 crores)
- (ii) Guarantees given to Banks against repayment of working capital facilities advanced from time to time to Hindustan Aegis LPG Limited, an Associate of the Company to the extent of Rs. 42.50 crores (Previous year Nil). The amount of such facilities availed against guarantee as at 31st March, 2009 was Rs. 42.50 crores (Previous Year Nil)

B.3. Major components of deferred tax are:

	Current Year Rs. in lacs	Previous Year Rs. in lacs
Deferred Tax Liability/(Asset)		
Related to Fixed Assets	2,284.12	2,392.47
Diminution in value of current investments	(62.24)	-
Provision for Doubtful Debts	(10.48)	(5.97)
Disallowances under section 43 B & others	(109.05)	(22.21)
Net Deferred Tax Liability	2,102.35	2,364.29

B.4. Segment Reporting - Basis of preparation

The Group has identified two reportable business segments (Primary Segments) viz. Liquid Terminal Division and Gas Terminal Division.

Liquid Terminal Division undertakes storage & terminalling facility of Oil & Chemical products.

Gas Terminal Division relates to imports, storage & distribution of Petroleum products viz. LPG, Propane etc.

Segments have been identified and reported taking into account, the nature of products and services, the differing risks and returns and the internal business reporting systems.

The accounting policies adopted for the segment reporting are in line with the accounting policies of the company with the following additional policies for the segment reporting :

- (a) Revenue and expenses have been identified to segment on the basis of their relationship to the operating activities of the segment. Revenue and expenses which relate to the enterprise as a whole and are not allocable to segment on a reasonable basis have been disclosed as "Other unallocable expenditure (net)".
- (b) Segment assets and segment liabilities represent assets and liabilities in respective segments. It excludes investments, tax related assets and other assets and liabilities which cannot be allocated to a segment on a reasonable basis and hence have been disclosed as "Other unallocable assets / liabilities".

Schedules (Contd.)

- (c) The Group does not have material earnings emanating outside India. Hence, the group is considered to operate in only the domestic segment.

Information about the Group's business segments (Primary Segments) is given below:

	Liquid Terminal Division Rupees in lacs	Gas Terminal Division Rupees in lacs	Total Rupees in lacs
Segment Revenue	7,060.54 <i>6,831.48</i>	31,557.14 <i>32,094.34</i>	38,617.68 <i>38,925.82</i>
Segment Results	3,365.87 <i>3,402.81</i>	2,354.29 <i>3,446.57</i>	5,720.16 <i>6,849.38</i>
Less : (1) Interest (net)			1,038.67 <i>893.97</i>
(2) Other unallocable expenditure (net)			1,270.11 <i>996.28</i>
Profit before Tax			3,411.38 <i>4,959.13</i>
Less : Taxation			671.53 <i>1,115.38</i>
Profit after Tax			2,739.85 <i>3,843.75</i>
Segment Assets	19,372.71 <i>20,133.24</i>	8,290.91 <i>10,821.30</i>	27,663.62 <i>30,954.54</i>
Other unallocable assets			7,088.90 <i>3,410.11</i>
Total Assets			34,752.52 <i>34,364.65</i>
Segment Liabilities	901.09 <i>1,387.02</i>	4,109.78 <i>3,957.81</i>	5,010.87 <i>5,344.83</i>
Other unallocable liabilities			12,829.56 <i>13,524.97</i>
Total Liabilities			17,840.43 <i>18,869.80</i>
Segment Capital Expenditure	1,095.58 <i>3,107.79</i>	165.97 <i>10,900.15</i>	1,261.55 <i>14,007.94</i>
Other unallocable Capital Expenditure			12.79 <i>73.43</i>
Total Capital expenditure			1,274.34 <i>14,081.37</i>
Depreciation	805.44 <i>668.00</i>	507.45 <i>489.13</i>	1,312.89 <i>1,157.13</i>
Other unallocable Depreciation			41.59 <i>45.34</i>
Total Depreciation			1,354.48 <i>1,202.47</i>

Note: Figures in italics represent previous year.

Schedules (Contd.)

B.5. Related Party Disclosures

As per the Accounting Standard 18, the disclosure of transactions with the related parties as defined in the Accounting Standard are given below:

(a) List of related parties with whom transactions have taken place and relationships:

Sr. No.	Name of the Related Party	Relationship
1	Hindustan Aegis LPG Limited (HALPG)	Associate Company
2	Mr. R.K.Chandaria	Key Management Personnel
3	Mr. A.K.Chandaria	Key Management Personnel
4	Mr. S.K.Hazra (Upto 31-03-2008)	Key Management Personnel
5	Dr. (Mrs) B.Hazra (Upto 31-03-2008)	Relative of Key Management Personnel

(b) Transactions during the year with related parties:

(Rs. in lacs)

Sr. No.	Nature of transaction	Associate Company	Key Management Personnel	Key Management Personnel	Key Management Personnel	Relative of Key Management Personnel
		1	2	3	4	5
(i)	Investments Purchased during the year	415.30 (18.23)				
	Balance at the year end	433.53 (18.23)				
(ii)	Other Liabilities - year end balance	- (44.87)				
(iii)	Remuneration				- (123.35)	
(iv)	Commission to Managing Directors		123.57 (-)	123.57 (-)		
(v)	Payment of Rent					- (1.81)
(vi)	Guarantees Given to Bank	4,250.00 (-)				
(vii)	Effect of demerger of Throughput Undertaking of HALPG into the Company					
	Assets taken over as on appointed date 1st April, 2007	- (6,946.66)				
	Liabilities taken over as on appointed date 1st April, 2007	- (5,367.35)				

Note: Figures in brackets represent previous year's amounts.

Schedules (Contd.)

- B.6** As required by Accounting Standard 20 on Earnings per Share, basic earnings per share has been calculated by dividing net profit available for equity shareholders by the weighted average number of equity shares outstanding during the year as per details given below:

	Current Year Rupees in lacs	Previous Year Rupees in lacs
Net Profit available for equity shareholders	2,739.85	3,843.75
Weighted average number of shares used in computing earning per equity share	19,823,260	19,940,585
Basic & Diluted earning per share (Rs.) : (on nominal value of Rs.10 per share)	13.82	19.28

Note:

While calculating weighted average number of shares for Basic and Diluted earnings per share, effect of shares to be issued subsequent to the year pursuant to Scheme of Amalgamation ("SoA") in the nature of merger of Tapi Finvest India Private Limited into the Company has been considered from the appointed date of the scheme i.e. 1st April, 2008.

B.7 Employee Benefits:

Reconciliation of opening and closing balance of the present value of the defined benefit obligation for gratuity and compensated absences is given below:

(a) Gratuity

	Current Year	Previous Year
A. Assumptions		
Discount Rate Previous	7.50%	7.50%
Rate of Return on Plan Assets Previous	9.25%	8.00%
Salary Escalation Previous	5.50%	5.00%
Discount Rate Current	7.50%	7.50%
Rate of Return on Plan Assets Current	9.25%	9.25%
Salary Escalation Current	5.50%	5.50%
Mortality Table	LIC (1994 - 96) Ultimate	LIC (1994 - 96) Ultimate
B. Table showing change in Benefit Obligation	(Rs. In lacs)	(Rs. In lacs)
Liability at the beginning of the Year	227.99	171.81
Interest Cost	15.43	12.88
Current Service Cost	14.09	38.06
Benefit Paid	(75.45)	(5.15)
Actuarial (Gain)/Loss on obligations	(25.39)	10.39
Liability at the end of the year	156.67	227.99
C. Table of Fair value of Plan Assets	(Rs. In lacs)	(Rs. In lacs)
Fair Value of Plan Assets at the beginning of the year	126.11	101.00
Expected Return on Plan assets	5.15	10.16
Contributions	-	19.32
Benefit Paid	(75.45)	(4.37)
Actuarial gain/(loss) on Plan Assets	(0.68)	-
Fair Value of Plan Assets at the end of the year	55.13	126.11
D. Amount Recognised in Balance sheet	(Rs. In lacs)	(Rs. In lacs)
Present value of Obligations at the end the year	156.67	227.99
Fair Value of Plan Assets at the end of the Year	(55.13)	(126.11)
Liability Recognised in Balance Sheet at the end of the year	101.54	101.88

Schedules (Contd.)

E. Amount Recognised in Income Statement	(Rs. In lacs)	(Rs. In lacs)
Current Service Cost	14.09	38.06
Interest Cost	15.43	12.88
Expected Return on Plan Asset	(5.15)	(10.16)
Net Actuarial (Gain) / Loss To Be Recognised	(24.71)	10.39
Expenses Recognised in P & L	(0.34)	51.17
F. Balance Sheet Reconciliation	(Rs. In lacs)	(Rs. In lacs)
Opening Net Liability	101.88	70.03
Expenses as above	(0.34)	51.17
Contribution Paid	-	(19.32)
Amount Recognised in Balance Sheet	101.54	101.88
G. Actual Return on Plan Assets	(Rs. In lacs)	(Rs. In lacs)
Expected Return on Plan Assets	5.15	10.16
Actuarial gain/(loss) on Plan Assets	(0.68)	-
Actual Return on Plan Assets	4.47	10.16

(b) Compensated Absences:

Assumptions	Current Year	Previous Year
Retirement Age	58 Years	55 Years for Staff & 58 for Workmen
Withdrawal Rate	Age related	Age related
Future Salary Rise	5.5%	5.5%
Rate of Discounting	7.5%	7.5%
Mortality Table	LIC (1994 - 96) Ultimate	LIC (1994 - 96) Ultimate

A. Table showing change in Benefit Obligation	(Rs. In lacs)	(Rs. In lacs)
Liability at the beginning of the Year	36.23	30.88
Interest Cost	2.43	2.31
Current Service Cost	6.92	14.29
Benefit Paid	(3.82)	(19.32)
Actuarial (Gain)/Loss on obligations	(9.79)	8.07
Liability at the end of the year	31.97	36.23

B. Amount Recognised in Balance sheet	(Rs. In lacs)	(Rs. In lacs)
Present value of Obligations at the end of the year	31.97	36.23
Fair Value of Plan Assets at the end of the Year	-	-
Liability Recognised in Balance Sheet at the end of the year	31.97	36.23

C. Amount Recognised in Income Statement	(Rs. In lacs)	(Rs. In lacs)
Current Service Cost	6.92	14.29
Interest Cost	2.43	2.31
Expected Return on Plan Asset	-	-
Net Actuarial (Gain) / Loss To Be Recognised	(9.79)	8.07
Expenses Recognised in P & L	(0.44)	24.67

Schedules (Contd.)

Assumptions:-

- i) The estimates of future salary increases, considered in actuarial valuation, takes into account the inflation, seniority, promotion and other relevant factors.
- ii) Discount rate is based on the prevailing market yields of Indian Government bonds for a term consistent with the estimated term of the post employment benefit obligation.
- iii) Expected rate of return on plan assets 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.

In absence of specific details of plan assets from LIC, the details of plan assets have not been furnished. The details of experience adjustments on account of plan liabilities as required by Para 120(n)(ii) of AS-15 is Rs. 25.39 Lacs. However, details of experience adjustment relating to Plan assets are not readily available in valuation report and hence are not furnished.

The above information is certified by the actuary and relied upon by the Auditors.

B.8 SCHEME OF AMALGAMATION:

- i) The Scheme of amalgamation under Sections 391 to 394 of the Companies Act, 1956 between the Company and Tapi Finvest India Private Limited (TFIPL) (the Transferor company) and their respective shareholders and Creditors, for the merger of the entire undertaking of the Transferor company comprised of its entire business, assets, liabilities, rights and obligation etc. into the company with effect from the Appointed Date viz. 1st April 2008 has been approved by the Hon'ble High Court of Gujarat vide its order dated 6th May, 2009.
- ii) The erstwhile TFIPL was engaged in the business of Investment in Securities.
- iii) The amalgamation has been accounted for under the "Pooling of Interest" method as prescribed by the Accounting Standard (AS) 14 on "Accounting for Amalgamations". Accordingly, the assets and liabilities of the erstwhile TFIPL have been transferred to the Company at values appearing in its books of accounts as on 1st April, 2008, being the appointed date.

Pursuant to the scheme of amalgamation:

- a) The entire undertaking consisting of its entire business and all assets as well as liabilities and rights and obligations of the erstwhile TFIPL have been transferred to and vested into the Company at the book values as appearing in the TFIPL books with effect from 1st April, 2008. The scheme has, accordingly, been given effect to in these financial statements. Details of assets and liabilities are as under:

Particulars	Amount (Rs.in lacs)
Investments	768.78
Cash and Bank Balances	18.42
A	787.20
Less:	
Current Liabilities	1.35
B	1.35
(A - B)	785.85
Represented by:	
Capital Redemption Reserve	160.00
General Reserves	4.39
Profit & Loss Account	137.24
Share Capital	484.22
	785.85

- b) The Company's investment in preference shares worth Rs.240 lacs represented by 24,00,000 preference shares of Rs. 10 each in TFIPL has been cancelled.
- c) All transactions between the Company and TFIPL on and from the appointed date have been eliminated.
- d) In accordance with the scheme, 137 equity shares of Rs.10/- each fully paid up is to be issued and allotted by the Company to equity shareholders of TFIPL for every 100 equity shares of Rs.10/- each held by them in TFIPL.
- e) Equity share capital to be issued to the shareholders of TFIPL as mentioned in (d) above, pending allotment as at 31st March, 2009, has been shown under "Share Capital Suspense Account" in Schedule 1A to the Balance Sheet.

Schedules (Contd.)

- f) TFIPL's Investment of the face value of Rs.346.31 lacs in the company's equity shares has been cancelled. Consequently, paid up share capital of the Company has been reduced from Rs. 1994.06 lacs divided into 1,99,40,585 equity shares of Rs. 10/- each to Rs.1647.75 lacs- divided into 1,64,77,460 equity shares of Rs.10/- each. This cancellation which amounts to reduction of share capital has been treated as an integral part of the Scheme itself and the order of the High Court sanctioning the Scheme is deemed to be an order under section 102 of the Companies Act, 1956, confirming this reduction. Further difference between the cost of such shares cancelled over its paid up value amounting to Rs. 407.17 lacs has been debited to the Company's existing Capital Reserve(Demerger) Account as prescribed under the Scheme.
- g) Deficit amounting to Rs.99.37 lacs arising on account of the difference between the assets and liabilities of TFIPL after considering cost of amalgamation incurred by the Company over the paid up value of shares to be allotted to the shareholders of TFIPL has been debited to the Company's existing Capital Reserve(Demerger) account as prescribed under the Scheme.
- h) Certain assets and liabilities acquired pursuant to the above mentioned scheme are held by the Transferor company in its own name as on 31st March, 2009 pending completion of the relevant formalities of transfer.
- i) Authorised Share Capital of the Company has been increased by the authorised share capital of TFIPL in terms of the above mentioned scheme. Consequently, authorised share capital of the Company has been increased from Rs.49,00,00,000 to Rs.52,00,00,000 in case of equity shares and from Rs.1,00,00,000 to Rs. 7,00,00,000 in case of preference shares.
- j) In view of the aforesaid amalgamation with effect from 1st April, 2008, the figures for the current year are not comparable with those of the previous year.
- iv) During the year, Tapi Finvest India Private Limited (TFIPL), the amalgamating company declared an interim dividend to its shareholders. The amount appearing in 'Appropriations' in the Profit and Loss account represents dividend paid to its shareholders. Prior to declaring an interim dividend, TFIPL paid dividend on its preference shares which were solely held by the Company. Consequent, to amalgamation as mentioned above, dividend income on the Company's preference shares held in TFIPL and TFIPL's appropriation of this preference share dividend from its profits have been eliminated.
- v) During the year, the Company declared an interim dividend on 23rd April,2009 which also includes dividend on shares held by TFIPL in the company as provided in the scheme of amalgamation as mentioned above. For the purpose of presentation, same has been eliminated from proposed dividend and dividend income.
- B.9 During the year, the Group has incorporated its wholly owned subsidiary by the name of Aegis Group International Pte.Ltd. (AGIPL) at Singapore. AGIPL has issued 9758 Equity shares of USD 1 each fully paid up to the company. AGIPL is incorporated with the main objectives to provide assistance to the company in sourcing of Liquefied Petroleum Gas (LPG) and Propane, to provide inputs in the Company's plan of Port Infrastructure at various Ports, to explore opportunities of logistics business outside India etc.
- B.10 The amount of exchange loss (net of gain) debited to the Profit and Loss Account is **Rs.76.06 Lacs** (Previous Year exchange gain (net of loss) of Rs.76.57 lacs).
- B.11 The details of derivative instruments and foreign currency exposures are as under:
- a) Forward contracts outstanding in **USD 48.03 lacs** (equivalent to Rs.2380.67 lacs) as on 31st March, 2009. (Previous Year USD 10.00 lacs equivalent to Rs.402.30 lacs)
- b) The year end foreign currency exposures not hedged by a derivative instrument or otherwise are for Import of goods amounting to USD Nil (Previous Year USD 50.69 lacs) equivalent to Rs.Nil (Previous Year Rs. 2028.17 lacs).
- B.12 The following is the detail of Investment in associate made by the Group:

Name of the Associate	Original Cost of Investment (Rs. In Lacs)	Amount of Goodwill/ Capital Reserve (Rs. In Lacs)	Accumulated Profit/Loss (Rs. In Lacs)	Carrying Amount of Investment at the year end (Rs. In Lacs)
Hindustan Aegis LPG Limited(HALPG)	35.05	-	(35.05)	-
Previous Year	18.23	-	1.52	19.75

Schedules (Contd.)

The Group's share in the accumulated losses of HALPG exceeded its value of investment in HALPG. Hence, the Group's Share in such losses was restricted to its value of investment. Consequently, carrying amount of investment in HALPG is shown as Nil.

The Company holds 2,22,001 equity shares of Rs. 10 each and 400,000 preference shares of Rs.100/- each aggregating to Rs. 433.53 lacs in Hindustan Aegis LPG Limited (HALPG), an associate company. As per the audited accounts of HALPG for the year ended 31st March, 2009, the accumulated losses are Rs. 166.28 lacs as against the paid up capital of Rs. 520 lacs. Consequently, there is a fall in the value of the investments. However, in view of the fact that these investments are held as strategic, long term investments and the Company expects improvement in the long run, no provision is considered necessary in the accounts of the company, for the diminution in the value of the investments in the associate company.

- B.13 During the year, the share of profit attributable to Minority Interest is adjusted against the share of minority interest in the losses of the earlier years which was absorbed by the Company in the earlier year against its own interest.

The accumulated losses applicable to minority exceeded the minority interest in the equity of the subsidiary viz. Sea Lord Containers Limited. Hence, the Group has absorbed such excess losses against its own interest in the said subsidiary after carrying out the adjustment relating to profit for the year mentioned in the above paragraph in accordance with the Accounting Standard (AS - 21) "Consolidated Financial Statements". Consequently, there is no minority interest that gets reflected in this Consolidated Financial Statement.

- B.14 The appointment of Mr. R.K.Chandaria as Vice Chairman and Managing Director and Mr.A.K.Chandaria as Managing Director w.e.f. 31st March, 2008 for a period of five years has been approved by the Shareholders in the annual general meeting held on 27th September 2008 subject to approval of Central Government in terms of Section 269 of the Companies Act, 1956 since both the Managing Directors are Non- Residents. The said approval is awaited.

During the year, the Company has passed by means of a Postal Ballot an ordinary resolution under section 198 read with Sections 269,309 and 310 of the Companies Act, 1956 for payment of Commission not exceeding 5% of its net profits as computed under section 349/350 of the Companies Act, 1956 to each of its Managing Directors i.e. Mr. R.K.Chandaria, Vice Chairman & Managing Director and Mr. A.K.Chandaria, Managing Director for a period of five years with effect from 1st April, 2008. The Board of Directors has decided to pay commission @ 3% of its net profits as computed under section 349 of the Companies Act, 1956 for the year ended 31st March, 2009 to each of these Managing Directors. Accordingly, provision for commission of Rs.247.13 lacs has been made in the books which is within the permissible limits under the Companies Act, 1956.

The remuneration payable to the Managing Directors as mentioned above is dependent upon the grant of approval by the Central Government of their appointments as aforesaid."

- B.15 Figures for the previous year have been regrouped wherever necessary to correspond with figures of the current year. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

Signatures to Schedules 1 to 18

As per our Attached Report of even date

For Deloitte Haskins & Sells
Chartered Accountants

R. Laxminarayan
Partner

J. N. Shah
Company Secretary

Place: Mumbai
Dated: 30th May, 2009

For and on behalf of the Board of Directors

K. M. Chandaria *Chairman*

A. K. Chandaria *Managing Director*

D. J. Khimasia
R. J. Karavadia
K. S. Nagpal
V. H. Pandya } *Directors*

Financial details of the Subsidiary Companies for the year ended 31st March,2009.*

(Rs.in Lacs)

Sr.No.	Particulars	Sea Lord Containers Ltd.	Konkan Storage Systems (Kochi) Pvt.Ltd.	Eastern India LPG Co.Pvt.Ltd.	Aegis Group International Pte.Ltd.
1	Capital	1,925.00	10.00	1.00	4.23
2	Reserves	1.21	-	-	-
3	Profit & Loss Account	(928.08)	(507.97)	-	(2.20)
4	Total Assets	7,568.25	3,134.23	124.41	2.40
5	Total Liabilities	6,570.12	3,632.20	123.41	0.37
6	Investments	-	-	-	-
7	Turnover	1,936.38	108.21	-	-
8	Profit Before Tax	233.88	(452.58)	-	(2.20)
9	Provision for Tax (Including Deferred Tax)	20.99	0.40	-	-
10	Profit After Tax	212.89	(452.98)	-	(2.20)
11	Proposed Dividend	-	-	-	-

* Pursuant to exemption received from the Government of India, Ministry of Corporate Affairs under section 212(8) of the Companies Act,1956 relating to the subsidiary companies

The annual accounts of the subsidiaries and the related detailed information will be made available to any member of the company and subsidiary company investors seeking such information at any point of time and are also available for inspection by any member of the company/subsidiary at the Corporate Office of the company. The annual accounts of the subsidiaries will also be available for inspection at the head office of the respective subsidiary company.



AEGIS LOGISTICS LIMITED

Regd. Office : 502, Skylon, G.I.D.C., Char Rasta,
Vapi 396 195, Dist. Valsad, Gujarat.

L. F. No.:

Client ID. :

No. of Shares held :

ATTENDANCE SLIP

I hereby record my presence at the 52nd Annual General Meeting of the Company held on Friday, 31st July, 2009 at 11.00 a.m. at Hotel Galaxy, National Highway No. 8, Near Koparali Road, G.I.D.C., Vapi-396 195.

Full name of the Shareholder/Proxy

Signature

Note : Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.



AEGIS LOGISTICS LIMITED

Regd. Office : 502, Skylon, G.I.D.C., Char Rasta,
Vapi 396 195, Dist. Valsad, Gujarat.

L. F. No.:

Client ID. :

No. of Shares held :

PROXY FORM

I/We
of in the district of
being a member/members of AEGIS LOGISTICS LIMITED
hereby appoint of
or failing him of as
my/our proxy to attend and vote for me/us and on my/our behalf at the 52nd Annual General Meeting of the
Company to be held on Friday, 31st July, 2009 at 11.00 a.m. and at any adjournments thereof.

Signed this day of 2009.

Signed by the said

Affix
Re. 1
Revenue
Stamp
here

Note : The form must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting.



AEGIS LOGISTICS LIMITED

403, Peninsula Chambers, Peninsula Corporate Park, G.K. Marg,
Lower Parel (W), Mumbai 400 013. India

Tel: + 91 22 6666 3666 Fax: + 91 22 6666 3777 website: www.aegisindia.com