

ASPINWALL AND COMPANY LIMITED

Registered Office: 926/A1-A5, Devankulangara,
Edappally, Kochi-682 024.

CIN:L74999KL1920PLC001389

Tel: 0484-2342000 Fax: 2343400

Website: www.aspinwall.in e-mail: ernakulam@aspinwall.in

NOTICE OF MEETING

NOTICE is hereby given that the Ninety Fourth Annual General Meeting of the Shareholders of the Company will be held on Monday, 11th August 2014 at 11.30 AM at Gokulam Park, Kaloor, Kochi 682 017 to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2014 and Statement of Profit and Loss of the Company for the year ended on that date together with Cash Flow Statement, the Directors' Report and Auditors' Report thereon.
2. To declare final dividend for the year 2013-14 on Equity Capital.
3. To appoint a Director in place of Mr. Rama Varma (DIN: 00031890), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Messrs Deloitte Haskins & Sells, Chartered Accountants, registered with the Institute of Chartered Accountants of India vide Firm Registration No. 008072S be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Ninety Seventh AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, and out-of-pocket and travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

AS SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013 and clause 49 of the listing agreement, Brigadier RRVN Varma (DIN: 00122783), a Non-Executive Director of the Company, who is retiring by rotation as per erstwhile Companies Act, 1956 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Brigadier RRVN Varma for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term commencing from 11th August, 2014 to 30th September, 2016."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013 and clause 49 of the listing agreement, Mr. PK Sasidharan, (DIN: 01464454) a Non-Executive Director of the Company, whose period of office is liable to retirement by rotation as per erstwhile Companies Act, 1956 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. PK Sasidharan for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term commencing from 11th August, 2014 to 30th September, 2017."
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Vice Admiral Sushil Krishnan Nair IN (Retd.) (DIN: 06474901), a non-executive Director of the Company, whose period of office is liable to retirement by rotation as per erstwhile Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from

a member proposing the candidature of Vice Admiral Sushil Krishnan Nair IN (Retd.) for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term commencing from 11th August, 2014 to 30th September, 2018."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
- "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. KRN Menon (DIN: 00877505), a Non-Executive Director of the Company, whose period of office is liable to retirement by rotation as per erstwhile Companies Act, 1956 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. KRN Menon for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years with effect from 11th August, 2014 to 10th August, 2019."
9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.
- "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for time being in force), the Cost Auditors M/s. BBS & Associates, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this meeting."
- "RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
10. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution :
- "RESOLVED THAT pursuant to the provisions contained in Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules thereunder read with Schedule V (Part II Section II (A) of Schedule V) approval be and is hereby accorded for the re-appointment of Mr. Rama Varma as Managing Director of the Company for a period of 3 years effective from 1st August, 2014 and to the payment of remuneration as set out in the explanatory statement annexed to this Notice convening the Annual General Meeting, with liberty to the Board to alter and vary such terms and conditions including remuneration so as not to exceed the limits specified in Schedule V (Part II Section II (A) of Schedule V) of the Companies Act, 2013, or any amendments thereto as may be decided by the Board of Directors."
- "FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to take such steps as may be necessary to give effect to this resolution."

Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of items 5 to 10 are annexed hereto.

By Order of the Board

Kochi-24

25/06/2014

K.S. SMITHA

Company Secretary

NOTES:

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.**
- **ANNUAL REPORT 2013 - 14 IS BEING SENT SEPARATELY TO EACH SHAREHOLDER BY THE PERMITTED MODE**
- A blank form of proxy is enclosed and if intended to be used, should be lodged with the Company at the registered office at least 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolutions/authority as applicable. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business under item nos. 5, 6, 7, 8, 9 & 10 is annexed hereto.

- The Register of Members and Transfer Books of the Company will be closed from 07/08/2014 to 11/08/2014 (both days inclusive).
- The dividend, if declared, will be paid on or before 09/09/2014, to those shareholders, whose names appear :
 - a) As beneficial owners, as at the end of business hours on 06/08/2014 as per the list, to be furnished by NSDL/CDSL in respect of the shares held in electronic form and
 - b) As members in the register of members of the Company after giving effect to all valid share transfers in physical form lodged with the Company/Registrars and Share Transfer Agents M/s SKDC Consultants Limited on or before 06/08/2014
- Members holding shares in dematerialized form may kindly note that their address and bank account details, as furnished by their depositories to the Company, shall be printed on the Dividend Warrants as per applicable regulations of the depositories. Members who wish to change their address/bank account details are requested to advise their Depository Participants about such change.
- Members who wish to seek/desire any further information/clarification on the Annual Accounts are requested to send their queries at least 48 hours in advance of the date of the meeting to the Registered Office.
- To support the 'Green Initiative', the members are requested to register their e-mail ids with our Registrars and Share Transfer Agents, M/s. S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006. E-mail: info@skdc-consultants.com.
- Members are requested to bring their copies of Annual Report at the time of the meeting and to quote their Folio nos. / Client ID nos. in all correspondence.
- Additional information pursuant to Clause 49 of the Listing Agreement executed with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are furnished additionally in the corporate governance report. The Directors have furnished the requisite consent/declarations for their appointment/re-appointment.
- All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on working days upto the date of Annual General Meeting.
- Members who are holding shares in physical form and opts dividend warrant are also requested to intimate their Savings Account/Current Account No. and the name of the Bank & Branch with full address whom such account is held or of any change in the information already furnished to our Registrars and Share Transfer Agents, M/s. S.K.D.C. Consultants Limited latest by 30/07/2014 to enable the printing of the said details on the Dividend Warrant to prevent fraudulent encashment of the same.
- E-voting instruction are appended hereto.

By Order of the Board
K.S. SMITHA
 Company Secretary

Kochi-24
 25/06/2014

EXPLANATORY STATEMENT **Pursuant to Section 102 of the Companies Act, 2013**

As required by Section 102 of the Companies Act, 2013 (hereinafter referred as "the Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item nos. 5, 6, 7, 8, 9, & 10 of the accompanying Notice dated 25th June, 2014.

Item No. 5 to 8

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. KRN Menon, Brigadier RRVN Varma, Mr. PK Sasidharan and Vice Admiral Sushil Krishnan Nair and they were liable to retire by rotation as per the provisions of erstwhile Companies Act, 1956.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, with respect to appointment and tenure of the Independent Directors, which came into effect from 1st April, 2014, the Independent Directors shall be appointed for not more than two terms of 5 years each and shall not be liable to retire by rotation. The term shall be effective prospectively. Every listed Company is required to have at least one-third of the total number of Directors as Independent Directors, who are not liable to retire by rotation.

The Board of Directors of the company have decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended listing agreement.

All the Directors proposed to be appointed under these Resolutions are Non- Executive Independent Directors of the Company. The period of office of these Directors was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956

Mr. KRN Menon, Brigadier RRVN Varma, Mr. PK Sasidharan and Vice Admiral Sushil Krishnan Nair the Non-Executive Directors of the Company, have given a declaration to the Board that they meet the criteria of Independence as provided under Section 149(6) of the Act.

Notice have been received from member(s) signifying their intention to propose appointment of these Directors along with the prescribed deposit.

In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management. The terms and conditions of appointment of the above directors shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

The Board in compliance with the provisions of Sections 149 and 152 read with Schedule IV recommends the appointment of these Directors as Independent Directors for varied terms not exceeding five years beginning from 11th August 2014 to 10th August 2019, considering their vast experience and knowledge in various areas such as Capital Markets, Finance, and General Administration.

Your Directors place the Ordinary Resolutions set forth in item nos. 5 to 8 for approval by the members.

Mr. KRN Menon, Brigadier RRVN Varma, Mr. PK Sasidharan and Vice Admiral Sushil Krishnan Nair are interested to the extent of sitting fees receivable by them if appointed as Directors. None of the Directors or Key Managerial Personnel or their relative is interested in the said resolutions.

Profile of Independent Directors : Clause 49 of Listing Agreement.

Brig. R.R.V.N Varma:

Brig. R.R.V.N Varma is an Electronics Engineer from MIT (Madras). He was commissioned in The Indian Army and had a successful career spanning over 32 years. He had a tenure as Joint Director with Dept. of Defence Production and Supplies, Ministry of Defence, New Delhi. He was the Chairperson, Society of Environment and Reliability Engineering, UK (India Chapter). He rose to the rank of a Brigadier and after serving in various prestigious positions retired from service as Controller, Controllerate of Quality Assurance, Electronics, Ministry of Defence. Post retirement he was the Executive Director of Keltron Component Complex Limited and during this period KCCL was adjudged the best electronic component Manufacturing unit by the National Productivity Council and awarded the prestigious trophy by the Hon. Minister of Industries, Govt. of India. He was also a Director and Chief Advisor in Keltron Group Companies.

He is currently chairman of the Nomination and Remuneration Committee and a member of the Audit Committee and Shareholders' Investors' Grievance Committee of this Company

Mr. PK Sasidharan:

Mr. PK Sasidharan is a graduate in science and became a member of the Institute of Chartered Accountants of India in 1973. From 1978-1984 he was a partner in the firm M/s. Varma & Varma. In 1984 he established own practice in the name of M/s Kaimal & Co. at Cochin. Along with late M.A Krishna Kaimal and Sri. B. Madhusoodanan, Chartered Accountants established the firm M/s. Sasi Kaimal and Company in 1989. In 2004 Mr. PK Sasidharan joined the firm M/s George & Paulson Chartered Accountants . At present he is the Managing Partner of M/s Sasi Kaimal & Co. and M/s George & Paulson, Chartered Accountants. He is also a partner in the firm M/s. B.K. Kamath & Co. Chartered Accountants. He has specialised in tax practice and is associated with various Social and Charitable Associations.

He is currently Chairman of the Audit Committee and a member of the Shareholders' Investors' Grievance Committee and Nomination and Remuneration Committee of this Company

Vice Admiral Sushil Krishnan Nair:

Vice Admiral Sushil Krishnan Nair I.N (Retd.) graduated in physics . He was commissioned in to the Indian Navy as a sub lieutenant in 1973. After completion of initial training he was appointed to various sea going and staff appointments. Having specialized in Submarine warfare he was sent to Germany as commissioning crew of the submarine being acquired from there. He was elevated to the rank of captain (IN) in 1995. He is an alumnus of the Naval War College and the National Defence Academy.

He became Vice Admiral in 2007 and was instrumental in the formulation of all nuclear and radiation safety policies. Vice Admiral initiated the strategic manpower policy for the Indian Navy, resulting in comprehensive changes in the induction and basic training of all naval personnel. He retired from Naval services in May 2012.

He is also a member of the Audit Committee of the Company

Mr. KRN Menon:

Mr. KRN Menon holds an Honors Degree in Philosophy, Politics and Economics from Oxford, UK. He started his career with Best & Co. Private Ltd. in March 1958 and after occupying various positions in the Company, in 1970 was made a Whole-time Director in the amalgamated Company Best & Crompton Engineering Ltd. He resigned from that position in 1976, and founded thereupon his own Corporate Management Consultancy Company of which he remains Chairman & Managing Director.

Mr. Menon is widely travelled and has been a member of official Indian Trade delegations to Fiji, Australia, New Zealand, the Philippines, Netherlands and France. He was a Member of the Indo-French Forum, attached to the Ministry of External Affairs (1999-2005).

He is currently Chairman of the Shareholders' Investors' Grievance Committee and a member of the Audit Committee and Nomination and Remuneration Committee of this Company

Item No. 9

The Board on recommendation of the Audit Committee has approved the appointment of M/s. BBS & Associates, Cost Accountants, Ernakulam, as the Cost Auditors to conduct audit of the Cost records of the Company for Financial Year ending 31st March, 2015. The Board has also approved payment of ₹ 1,75,000 as audit fee payable to the Cost Auditors.

In accordance with the provisions of Section 148 of the Act read with The Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out in item no. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution set out in item no. 9 of the Notice.

The Board recommends the ordinary resolution set out in item no. 9 of the Notice for approval of the shareholders.

Item No. 10

Mr. Rama Varma was re-appointed as Managing Director of the company for a period of 3 years commencing from 1-8-2011 and his remuneration was also fixed for this period of 3 years. His current tenure expires on 31-7-2014.

The Board in its meeting held on 28th May, 2014 resolved to re-appoint Mr. Rama Varma as Managing Director for a period of 3 years effective from 1-8-2014 and referred this matter to the Remuneration Committee for recommendation of suitable remuneration payable to him. The Remuneration Committee after due consideration of the matter with reference to the provisions contained in Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules thereunder read with Schedule V (Part II Section II (A) of Schedule V), recommended the following remuneration to be paid to Mr. Rama Varma.

The remuneration payable to Mr. Rama Varma as Managing Director from 1-8-2014 be as follows:

SALARY	: A Consolidated Salary of ₹ 3,00,000/- per month (Rupees three lakhs only) including Dearness Allowance.
BONUS	: Annual Bonus of ₹ 3,00,000/- (Rupees three lakhs only)
HRA	: House Rent Allowance of ₹ 30,000/- per month (Rupees Thirty thousand only)
MEDICAL	: He will be eligible for Medical Expenses to self and family upto ₹ 50,000/-per annum. Unavailed portion at the end of the Financial Year can be encashed.

PERQUISITES NOT INCLUDED IN THE REMUNERATION:

Apart from the above, the following perquisites will also be given to Mr. Rama Varma and these will not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income tax Act, 1961.

- Company's contribution to Provident Fund at the rate of 12% of the salary
- Company's contribution of ₹ 1,00,000 per annum to the Executive Staff Superannuation Fund.
- Gratuity as per the Rules applicable to the Executive Staff of the Company.
- Mediclaime premium as applicable to the Executive Staff of the Company.
- Personal Accident Insurance premium not exceeding ₹ 4,000/- per annum.
- Provision of car along with chauffeur

COMMISSION ON PROFITS:

In addition to remuneration mentioned above, Commission on profits was decided to be paid to Mr. Rama Varma as detailed hereunder, provided the total remuneration including commission paid is within the limits of Part II Section II (A) of Schedule V of the Companies Act, 2013. The Commission would become payable after adoption of Accounts at the General Meeting and computation of profits would be in accordance with Section 198 of Companies Act, 2013.

Net profit upto ₹ 10 crores in a given Financial year	: No commission payable
Net Profit of ₹ 10 crores and above upto ₹ 30 crores	: 1 % of the total net profit in excess of ₹ 10 crores
Net Profit of ₹ 30 crores and above	: ₹ 20 lakhs + 0.6% of profits in excess of ₹ 30 crores

The Board after careful consideration adopted the above recommendations of the Remuneration Committee, and in terms of the powers vested with the Board as per Article 9 of the Articles of Association of the Company, resolved to reappoint Mr. Rama Varma as Managing Director for a period of three years with effect from 1.08.2014 and fix his remuneration, as detailed above, subject to the approval of members at the Annual General Meeting.

Mr. Rama Varma has been associated with the Company for more than three decades in the capacity of Executive and Consultant prior to becoming a Director. His long association has helped the Company in furthering its business.

Resolution under item 10 of the notice is meant for this purpose

Memorandum of interest

None of the Directors except Mr. Rama Varma, is interested in the above resolution. Mr. Rama Varma is interested to the extent of the remuneration receivable by him as Managing Director.

None of the Key Managerial Personnel or their relatives are interested in the resolution.

Mr. Rama Varma is a Promoter Director and holds 1165344 shares in the Company comprising 14.91% of the Paid up Share Capital and has received a Dividend income of ₹ 26,22,025 for FY 2013 from the Company.

Memorandum of interest of relatives of Mr. Rama Varma:

Sl. No.	Name of relative	Relationship with Mr. Rama Varma	No. of shares held in the Company	% of the paid up share capital	Dividend received for FY 2012-2013 (₹)
1.	Dr. Girija Varma	Wife	1000	0.01	2,250/-
2.	HH Gouri Parvathy Bayi	Sister	1044992	13.37	23,51,232/-
3.	HH Gouri Lakshmi Bayi	Sister	65890	0.84	1,48,253/-

Dr. Girija Varma has Fixed Deposits altogether totalling to ₹ 6 Lakhs in the Company.

The Resolution is commended to the members for approval.

Annexure forming part of the Explanatory Statement: As required to be given pursuant to Part II Section II (A) of Schedule V of the Companies Act, 2013 for payment of Remuneration to Managing Director

I. General Information:

(1) Nature of industry;

This Company is a multi line business organisation and is engaged in shipping and logistics, coffee processing and trading, rubber plantations, manufacture and trading including export of coir and natural fibre products and tourism.

(2) Date or expected date of commencement of commercial production;

Incorporated in the year 1920, this Company is one of the oldest companies of Kerala and has been in existence since 1867.

(3) In the case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus;

Not applicable.

(4) Financial performance based on given indicators:

Particulars	For the year ended 31.03.2014 (₹ in lakhs)	For the year ended 31.03.2013 (₹ in lakhs)
Profit After Tax	338	477
EPS (in Rupees)	4.32	6.10
Net Worth	10285	10040

(5) Export performance : Earnings in Foreign Exchange

Particulars	For the year ended 31.03.2014 (₹ in lakhs)	For the year ended 31.03.2013 (₹ in lakhs)
Export of Goods calculated on FOB Basis	9234	10056
Others	33	11

(6) Foreign investments or collaborators :

Non resident shareholdings:

Number of Non- Resident shareholders	Total shares held paid up capital	As a Percentage of total
14	46314	0.59%

No Foreign collaborations as on date.

II. Information about the appointee:

(1) Background details:

Mr. Rama Varma who hails from the Travancore Royal family, the Promoters of the Company, has been associated with the company for over 3 decades and has contributed immensely for the furtherance of the business of the company. Mr. Rama Varma was inducted as Additional Director on 29th October, 2004 and was elected to the Board as a Regular Director at the AGM held on 27th July, 2005. He was appointed as Executive Director from 1-8-2005 and was designated as Managing Director, effective from 1-4-2007. In the AGM held on 12-8-2008 he was re-appointed as Managing Director, for a period of 3 years effective from 1-8-2008 and thereafter was reappointed for a further period of 3 years commencing from 01-08-2011

(2) Past remuneration:

The remuneration drawn by Mr. Rama Varma as on date is as follows:

- SALARY** : A Consolidated Salary of ₹ 2,75,000/- per month (Rupees Two Lakh seventy five Thousand only) including Dearness Allowance.
- BONUS** : Annual Bonus of ₹ 2,75,000/- (Rupees Two Lakh seventy five Thousand only)
- HRA** : House Rent Allowance of ₹ 25,000/- per month (Rupees Twenty five Thousand only)
- MEDICAL** : Medical Expenses to self and family upto ₹ 50,000/- per annum. Unavailed portion at the end of the Financial Year can be encashed. The Expenses will be taxable as per the Income-Tax Act.

PERQUISITES NOT INCLUDED IN THE REMUNERATION:

Apart from the above, the following perquisites were also be given to Mr. Rama Varma and not considered in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income tax Act, 1961.

- Company's contribution to Provident Fund at the rate of 12% of the salary
- Company's contribution of ₹ 1,00,000 per annum to the Executive Staff Superannuation Fund.
- Gratuity as per the Rules applicable to the Executive Staff of the Company.
- Mediclaime as applicable to the Executive Staff of the Company.
- Personal Accident Insurance premium not exceeding ₹ 4, 000/- per annum.

(3) Job profile and his suitability:

Mr. Rama Varma as Managing Director has operating control over all major divisions, viz., Logistics, Coffee, Coir and Plantations. His rich experience and good networking skills and contacts have been crucial factors for the Company's growth and good performance.

(4) Remuneration proposed:

As detailed in the resolution.

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person;

Owing to the diversified nature of business of the company there is not much comparison available in the market in terms of companies having similar nature of business.

(6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Rama Varma, Managing Director, belongs to the Promoter Group and holds 14.91% of the total paid up capital of the Company.

III. Other information:

(1) Reasons of loss or inadequate profits:

The Company has been making consistent profits from both coffee and rubber divisions, barring the volatilities in the market as both these crops are commodity in nature.

With regard to logistics, due to the loss of Maersk Agency business, the Company has shifted its focus on freight forwarding and allied businesses. Since it would require a lot of effort on the marketing front to capture business from major exporters, our costs have increased but not in proportion to the returns.

However the Management is confident of improved results, once more customers are added to our portfolio

With regard to Natural Fibre Division, the Company has invested by setting up a marketing office in the Netherlands, the returns of which are yet to reflect.

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

As mentioned above, the Company has been focussing its marketing efforts for both Natural Fibre and Logistics Divisions. Once we are able to expand our customer base, we are confident not only to cut down current losses but also to make these Divisions profitable.

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

The company is confident to double its profits by 2016-17.

IV. Disclosures:

The Corporate Governance Report which forms part of the Annual Report contains details of remuneration being paid to Mr. Rama Varma, Managing Director.

Kochi-24
25/06/2014

By Order of the Board
K.S. Smitha
Company Secretary

ASPINWALL AND COMPANY LIMITED

Registered Office: 926/A1-A5, Devankulangara,
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CIN:L74999KL1920PLC001389

Tel: 0484-2342000 Fax: 2343400

Website: www.aspinwall.in -mail: ernakulam@aspinwall.in

FORM NO. MGT - 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the member(s):

Registered address:

E-mail ID:

Folio No./Client ID:

DP ID:

I/We being the member(s) holding shares of the above named Company, hereby appoint:

1) Name:

Address

Email ID

Signature

or failing him/her

2) Name:

Address

Email ID

Signature

or failing him/her

3) Name:

Address

Email ID

Signature

as my/our proxy to attend and vote (on poll)for me/us and on my/our behalf at the 94th Annual General Meeting of the Company, to be held on Monday, 11th August, 2014 at 11.30 a.m., at Gokulam Park, Kaloore, Kochi and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated herein:

Resolution Number	Resolution	Vote (see note 2)	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements for the year ended 31 st March, 2014	<input type="checkbox"/>	<input type="checkbox"/>
2	Declaration of dividend for the Financial year 2013-14	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-appointment of Mr. Rama Varma who retires by rotation	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-appointment of M/s. Deloitte Haskins & Sells Chartered Accountants as Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Ninety Seventh AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM)	<input type="checkbox"/>	<input type="checkbox"/>
Special Business			
5	Appointment of Brig. RRVN Varma as an Independent Director to hold office for a term commencing from 11 th August, 2014 to 30 th September, 2016.	<input type="checkbox"/>	<input type="checkbox"/>
6	Appointment of Mr. PK Sasidharan, as an Independent Director to hold office for a termcommencing from 11 th August, 2014 to 30 th September, 2017.	<input type="checkbox"/>	<input type="checkbox"/>
7	Appointment of Vice Admiral Sushil Krishnan Nair, as an Independent Director to hold office for a term commencing from 11th August, 2014 to 30th September, 2018.	<input type="checkbox"/>	<input type="checkbox"/>
8	Appointment of Mr. KRN Menon, as an Independent Director to hold office for a term upto five consecutive years from 11th August, 2014 to 10th August, 2019	<input type="checkbox"/>	<input type="checkbox"/>
9	To ratify the remuneration audit fee payable to the Cost Auditors for the financial year 2014-15.	<input type="checkbox"/>	<input type="checkbox"/>
10	To approve remuneration to be paid to the Managing Director Mr. Rama Varma	<input type="checkbox"/>	<input type="checkbox"/>

Signed this day of 2014

Signature of shareholder :

Signature of Proxy holder (s) :

Affix
Revenue
Stamp

Note :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against column blank against any or all resolutions, your proxy will be entitled to vote in the manner he/she may deem applicable.

ASPINWALL AND COMPANY LIMITED

Registered Office: 926/A1-A5, Devankulangara,
Edappally, Kochi-682 024.

CIN:L74999KL1920PLC001389

Tel: 0484-2342000 Fax: 2343400

Website: www.aspinwall.in e-mail: ernakulam@aspinwall.in

ATTENDANCE SLIP

Ninety Fourth Annual General Meeting - 11th August, 2014

For Demat Shareholders

Name & Address of the Shareholder	DP Client ID	No. of Shares held

For Physical Shareholders

Name & Address of the Shareholder	Regd. Folio No.	No. of Shares held

I hereby record my presence at the Ninety Fourth Annual General Meeting of the Company held today, i.e Monday, 11th August, 2014 at 11.30 a.m., at Gokulam Park, Kaloor, Kochi .

If Shareholder, please sign here	If Proxy, please sign here

Note:

- 1) Members 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 room.
- 2) Members are requested to bring their copy of Annual Report are requested to bring their copy of Annual Report to the meeting.
- 3) **Members to whom soft copy of the Annual Report has been sent as per the 'Green Initiative' may kindly take a print out of the Attendance Slip and handover at the venue.**

ASPINWALL AND COMPANY LIMITED

Registered Office: 926/A1-A5, Devankulangara,
Edappally, Kochi-682 024.

CIN:L74999KL1920PLC001389

Tel: 0484-2342000 Fax: 2343400

Website: www.aspinwall.in e-mail: ernakulam@aspinwall.in

1. Folio No./DP ID/Client ID No.:
2. Name(s) and Registered Address of the sole/first named Shareholder / Beneficial owner, including Joint holder(s), if any (in block letters)

3. No. of shares held:

E - VOTING

The businesses as set out in the Notice may be transacted through electronic voting system and the Company has provided a facility for voting by electronic means. In accordance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, through the e-voting platform of Central Depository Services (India) Limited ("CDSL"). The e-voting facility is an alternative, to all the Members to enable them to cast their votes electronically instead of casting their vote at the Annual General Meeting.

The instructions for members for voting electronically are as under:-

I

- Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- Now, select ASPINWALL AND COMPANY LIMITED from the drop down menu and click on "SUBMIT"
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.

- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

For members Holding shares in Demat Form and Physical Form

PAN*

Enter your 10 Digit alpha – Numeric *PAN issued by Income tax department (Applicable for both demat share holders as well as physical share holders)

DOB#

Enter the Date of Birth as recorded in your demat account in dd/mm/yyyy format.

Dividend Bank Details#

Enter dividend bank detail as recorded in your demat account or in the company records for the said demat account or folio.

* Members who have not updated the PAN with company / Depository participant are requested to enter the 10 Digit Sequence number provided at the top of this Notice, in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or Company please enter the 16 Digit Member id / Folio number in the Dividend Bank details Field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for ASPINWALL AND COMPANY LIMITED
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
16. The e-voting period begins on 5th August, 2014 at 09.00 A.M and ends on 6th August, 2014, at 6.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 4th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for e-voting thereafter.
17. The Company has appointed Mr. N. Balasubramanian, Practising Company Secretary (CP : 4996), Partner, BVR and Associates, Company Secretaries, Kochin, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

By Order of the Board

K.S. SMITHA
Company Secretary

ASPINWALL AND COMPANY LIMITED

(CIN: L74999KL1920PLC001389)

Registered Office : 926/A1 - A5, Devankulangara, Edappally, Kochi - 682 024.

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ASPINWALL AND COMPANY LIMITED

(CIN: L74999KL1920PLC001389)

Registered Office : 926/A1 - A5,
Devankulangara, Edappally,
Kochi - 682 024.

Directors :

Mr. RAMA VARMA (Managing Director)

Mr. C.R.R. VARMA

Brig. R.R.V.N. VARMA

Mr. K.R.N. MENON

Mr. P.K. SASIDHARAN

Vice Admiral. SUSHIL KRISHNAN NAIR I. N. (Retd.)

Chief Executive Officer :

Mr. VENKITRAMAN ANAND

Chief Financial Officer :

Mr. T. R. RADHAKRISHNAN

Company Secretary :

Ms. K.S. SMITHA

Auditors :

M/s. DELOITTE HASKINS & SELLS

Bankers :

SYNDICATE BANK

STATE BANK OF INDIA

AXIS BANK

Registrar and Share Transfer Agents :

SKDC CONSULTANTS LIMITED

ASPINWALL AND COMPANY LIMITED

(CIN: L74999KL1920PLC001389)

Registered Office : 926/A1 - A5, Devankulangara, Edappally, Kochi.

Tel : +91 484 234 2000, Fax : +91 484 234 3400

Email : ernakulam@aspinwall.in, Website : www.aspinwall.in

DIRECTORS' REPORT

The Directors present their Report and Audited Accounts of the Company for the year ended 31st March, 2014.

1. FINANCIAL RESULTS:	2013 - 14	2012 - 13
	₹ In Lakhs	₹ In Lakhs
Profit Before Tax	734	878
To which has to be added:		
Balance brought forward from previous year	406	384
From which has to be deducted :		
Net Tax Expense	396	401
	744	861
Which has been appropriated as follows:		
- Transfer to General Reserve	150	250
- Proposed First and Final Dividend on Equity Shares	156	176
- Corporate Dividend Tax	26	29
Leaving a Surplus in Statement of Profit and Loss	412	406
Reserves:		
The position of Reserves as on 31st March 2013 will then be:		
General Reserve	9,000	8,850
Surplus as shown in Statement of Profit and Loss	412	406
Hedging Reserve	91	2
Total	9,503	9,258

2. FIXED DEPOSITS:

From 1st April 2014, the Company has discontinued acceptance/ renewals of fixed deposits. Out of a sum of Rs. 3,14,000/- remaining unclaimed from 19 depositors as on 31st March, 2014, 4 fixed deposits amounting to Rs.38,000/- have since been repaid.

3. REPORT ON CORPORATE GOVERNANCE.

Report on Corporate Governance as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges forms part of the Annual Report.

The requisite Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49 is attached to this Report

4. MANAGEMENT DISCUSSION & ANALYSIS (M.D.&A.)

This report includes M.D.&A as appropriate so that duplication and overlapping between Directors' Report and a separate M.D.&A is avoided and the entire material is provided in a composite and comprehensive document.

5. BUSINESS PORTFOLIOS AND PERFORMANCE:

This Company is a multi-line business organization and is engaged in Logistics, Coffee Processing and Trading, Rubber Plantations, Manufacture and Trading of Coir and Natural Fibre Products and Tourism.

Coffee Division:

World coffee production for 2014 is forecast to decline by approx.1.5 million bags from the previous year, primarily due to a weather related shortfall in Brazil – namely severe drought during February/March. Hence the coffee prices have also gone up substantially, registering a similar increase in procurement prices.

Indian coffee production is more or less steady at 3.11 lakh tons, falling short of the original estimate of 3.47 lakh tons, mainly due to untimely and prolonged rains last year. This shortfall is reflected, especially in Robusta coffee. There was a marginal increase of 2.7% in global coffee consumption during the year.

Aspinwall is one of the finest producers of Speciality Coffee in India. Our monsooned coffees are found to be unique and well accepted in the global market.

We contribute around 60% of the total monsooned coffee exported from India. 85% of our exports are to Germany, Switzerland, Italy and Scandinavian countries, and the balance to Australia, U.S., Taiwan and Japan. In the current Financial Year, we have also started exporting to the UAE.

The global trend is increasingly towards sustainably grown coffees and we were successful in selling UTZ certified Monsooned Coffees in Europe. In addition to UTZ, we are procuring "Rain Forest Alliance" certified coffees.

Our Coffee Division has achieved a turnover of Rs. 94 crores, recording a growth of 50% in our gross profit compared to the previous financial year. We are expecting a growth of around 25% in the current Financial Year i.e 2014-15

Aspinwall has been named the '**leading exporter in Speciality Coffee**' for 2011-12 & 2012-13 and have also won the "**Flavour of India-Fine Cup**" for our speciality Arabica.

Plantation Division:

The Rubber market is still at the mercy of the Global economy and of poor demand outlook. Import of Natural Rubber has been on the rise in spite of Central Government raising import duty on Natural Rubber. The gap between international and domestic price of Block Rubber is around Rs.30/- per Kg. while that of sheet Rubber is around Rs.17/- per kg.

Concerns are growing that a slow down in China's industrial production is weakening the demand, resulting in a global surplus of around 3,66,000 tons in the current calendar year.

Our Plantation harvested 1015000 Kgs. in 2013-14, which is the highest ever production from the Estate. The yield per hectare of 1450 Kgs. is also one of the highest achieved.

To beat the volatility and continuous drop in Rubber prices, we have recruited a Rubber Technologist to explore the possibility of manufacturing value added products. Efforts to sell our produce directly to the end users is another initiative to reduce our dependence on agents.

The salary revision for Plantation Staff is due from Jan. 2014 and negotiations between Staff Unions, ESUSI and UPASI are on. The agreement for labour wages also expires in Dec. 2014. These will have a bearing on the performance of the Division in the Financial Year 2014-15.

Natural Fibre Division:

China has imported from India around 192100 tonnes of Coir Yarn valued at around Rs.360 Crores. Export of such large scale Coir Yarn to China has resulted in shortage of Yarn for domestic producers. This is a matter of concern to the Indian Coir Industry.

Our Pollachi Unit has produced 143210 Sq. Mtrs. in 2013-14 as against 135917 Sq. Mtr. in 2012-13. Our branch at Rotterdam has been able to establish direct contact with over 20 large importers of NFD Products and have been successful in procuring orders from large buyers like Lako, Kilbek, Urban-10, Reinkemeier and Out Of The Blue in the Current Financial Year i.e 2014-15.

In the domestic market also, we have been getting regular orders from the Canteen Stores Depot. To increase our presence in the world market the Company has hired experts in the social media platform. The Company is confident to show better results in the current Financial Year.

Logistics Division:

Aspinwall has been involved in Logistics since inception and this is one of the core business activities of the Company. Today it has a Pan-India presence with a network of 14 offices covering all major ports, Inland Container Depots and Airports.

The services offered by the Logistics Division include Customs House Agency services, Stevedoring, Bulk Cargo / Break Bulk Cargo Handling, Freight Forwarding, Liner Services, Multi Modal Logistics Services, Project/ODC Cargo, Air Cargo Handling and Warehousing.

Aspinwall has been the preferred operator for handling fertilizer imports of major Public Sector undertakings- IPL, FACT, KRIBHCO, IFFCO, ZACL just to name a few.

With the withdrawal of subsidy by the Government on non- urea based fertilizers, there was a sharp decline in fertilizer imports affecting the Company's profitability.

Being a total solutions provider, Aspinwall continues to be the preferred operator for automobile giants like FORD and VOLVO

Aspinwall has been focussing on developing clients who import Over Dimensional Cargo (ODC) and also has been focussing on Project cargo, where the margins are higher.

With the entry barriers being very low in logistics many small players have sprung up and have been able to provide logistics solutions at lower margins due to their lower overheads. This has forced us to concentrate only on corporate Clients who prefer reliability over mere cost savings.

To improve our profitability we are also concentrating on handling of other cargo. One of our major branches, Tuticorin has handled substantial quantities of Coal during FY 2013-14. The total quantity handled was 21 lakh tonnes for the previous year registering a growth of 75%. We expect to handle sizeable quantities in the years to come.

For the FY 2013-14, there was an increase in operating expenditure. We are in negotiations with our various Principals for corresponding hike in our handling charges.

The Company is investing on its marketing team to face increasing competition in the market, the results of which will only reflect in the next couple of years. We are also looking into reduction of overheads, wherever possible to increase our profitability

6. INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:

The Company has established good internal control systems in all its functions. The senior management regularly reviews the control systems and makes necessary corrections wherever required. M/s. Varma & Varma, the Company's internal auditors for 2013-14 have done periodical inspection of all locations and submitted reports on the control systems, procedures, etc. Positive remedial actions have been initiated on these reports.

7. COMPANY'S PERFORMANCE:

The profit before tax for 2013-14 is at Rs.734 lakhs as compared to Rs. 878 lakhs of the previous year. The total revenue from operations at Rs.19436 lakhs was down by 5% from that of the previous year. Total profit after tax for the year is at Rs.338 lakhs as compared to Rs.477 lakhs of the previous year.

The profit for the current year is after absorbing certain extraordinary expenditure like VRS and compensation for early retirement altogether amounting to Rs.85 lakhs. Moreover provision was also made for arrears of New Mangalore Port Trust lease rent (relating to the previous years) with interest, amounting to Rs.115 lakhs. The lease matter is pending before the Hon. High court of Karnataka and our legal counsels are of the view that a favourable verdict will be obtained. However as a matter of prudence this amount has been absorbed in the Accounts. Otherwise our profit for the FY 2013-14 would have been Rs.934 Lakhs.

It is also pertinent to note that for the FY 2012-13, there were some extraneous income Viz. Write back of unclaimed credit balances and provisions amounting to Rs.272 lakhs (net), without which our operating profits would have been only around Rs.606 lakhs.

The operating performance for the year, therefore has been substantially better when compared to that of the previous year

Your Directors have transferred an amount of Rs.150 lakhs to the General Reserve Account out of the profits available for appropriation during the year, which is in accordance with the Companies (Transfer of Profits to Reserves) Rules ,1975.

The Directors have recommended a first and final dividend of Rs.2/- per equity share. If approved by the Shareholders at the AGM, this would involve an outflow of Rs.156 lakhs towards dividend and Rs.26 lakhs towards dividend distribution tax.

8. DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

Human productivity and skills have been perceived as a powerful resource right from the earliest years of Aspinwall and the Company continues to make continuous and concerted efforts to groom and upgrade its HR to meet with the present and future challenges in Technology and Management functions. It also focuses on providing an environment conducive to grooming employees to enable them to contribute on a continuous basis to the growth of the organization and to meet with rapidly changing markets. Harmonious and healthy industrial relations prevailed through out the year under review.

The total personnel strength of the Company as on 31st March, 2014 was 830.

9. WHOLLY OWNED SUBSIDIARIES:

9.1 M/s. Aspinwall Technologies Ltd

The main activities of this Company are the development and trading of business automation systems and programmes in software for Aspinwall and Company Limited and its subsidiaries.

9.2 M/s. Malabar Coast Marine Services Pvt. Ltd.

The main Activities of this Company are stevedoring and freight forwarding. Stevedoring is carried out mainly in the port of Mormugao (Goa). Freight forwarding is carried out in locations like Goa, Vizag, Hyderabad, Bangalore, Mangalore and Coimbatore.

9.3 M/s. Aspinwall Geotech Ltd.

Aspinwall Geotech Limited was formed for carrying on the business of Geotextiles. However a major fire accident in 2002 damaged the critical machinery and since then no commercial activity has taken place. Arbitration proceedings with TIFAC one of the funding agencies have concluded and based on award passed by the Hon. Arbitrator Rs.90 lakhs has been paid to TIFAC in full and final settlement of all dues.

9.4 SFS Pharma Logistics Private Limited

SFS Pharma Logistics Private Limited, is engaged in the business of logistics assistance in India and abroad relating to clinical trial shipments, pharma products, and other temperature sensitive cargo.

In accordance with the General Circular No. 2/2011 dated 8th February 2011 issued by the Ministry of Corporate Affairs, Government of India, a general exemption has been granted to Companies from attaching detailed accounts of their subsidiaries in accordance with provisions under Section 212(8) of the Companies Act, 1956, subject to fulfilment of the conditions mentioned therein. Relying on the Circular the Board has decided not to attach the balance sheet of the subsidiaries concerned, to the Annual Report of the Company.

Annual Accounts of the Subsidiary companies and related detailed information would be available to the Shareholders seeking such information at any point of time. Annual Accounts of subsidiary Companies shall also be available for inspection during office hours at the Registered office of the Company. The Consolidated Financial Statements presented by the Company include the Financial results of the subsidiary companies.

10. DIVIDENDS:

The Board of Directors are pleased to recommend a first and final dividend of Rs.2/- per Equity share for the year 2013-2014

11. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

Information as per Section 217(1)(e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

: Not applicable

12. FOREIGN EXCHANGE EARNINGS AND OUTGO:

(a) Export activities, initiatives taken to increase export, etc.

Coffee and Coir are the major export oriented business of the Company.

The Company's Managing Director and Senior Managerial personnel undertook business tours to Far East, Europe and US for meeting customers and canvassing business.

(b) Total foreign exchange used and earned

Total foreign exchange used and earned

During the year under review, the Company's foreign exchange earnings amounted to Rs. 9267 lakhs compared to Rs.10067 lakhs in the previous year. The total outgo of foreign exchange amounted to Rs. 88 lakhs as against Rs.58 lakhs in the previous year.

13. PARTICULARS OF EMPLOYEES:

Particulars pursuant to Section 217(2A) of the Companies Act, 1956:

Name/ Designation	Age	Qualification	Experience	Previous employment	Emoluments(Rs.)
Mr. Ronald Nauts Sales Manager, (Europe)	41	PG in Business Economics	12 years	Export Manager Vaculux Daylight Systems, Netherlands	74,14,937

14. DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors hereby confirm that:

In accordance with the provisions of Sec 217 (2AA) of the Companies Act 1956, your Directors hereby state that:

- (i) In the preparation of the annual accounts for the year ended 31st March, 2014 the applicable accounting standards have been followed and there are no departures;
- (ii) Accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2014 and of the profit of the Company for that period.
- (iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) Annual accounts for the year ended 31st March, 2014 have been prepared on a going concern basis.

15. BUY-BACK:

The Company has not contemplated any buy-back of shares.

There has also been no change in the share capital of the Company during 2013-14.

16. DIRECTORS:

HH late Marthanda Varma:

On 16th December 2013, His Highness Marthanda Varma, respected Chairman of the Company and head of the Travancore Royal Family - the promoter group of the Company, left for his heavenly abode.

HH Marthanda Varma was appointed as Director and Chairman of the Board of Directors on 22nd September, 1992.

His Highness was much revered for his altruism, simplicity and wisdom and ran a number of charitable trusts to help the cause of education, health and developmental activities. His Highness's demise is a great loss to the Company and both the employees and the members will feel the vacuum created by his absence.

Reappointment of Director retiring by rotation

Mr. Rama Varma the Managing Director retires by rotation at this AGM and the Board has appointed him as Managing Director for a period of three years commencing from 01/08/2014 and also fixed the remuneration for the said period. The appointment and remuneration to be paid is subject to approval by the members

Independent Directors- appointment

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr.KRN Menon, Brigadier RRVN Varma, Mr. PK Sasidharan and Vice Admiral Sushil Krishnan Nair as Independent Directors and they were liable to retire by rotation as per the provisions of erstwhile Companies Act 1956.

Pursuant to the provisions of Section 149(4) of the Companies Act 2013, which came into effect from 1st April, 2014, every listed Company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Board of Directors of your Company in compliance with the provisions of Sections 149 and 152 of the Companies Act 2013 are seeking the approval of members for the appointment of all the four Directors mentioned above, as Independent Directors to hold office as per the tenure of appointment mentioned in the Notice to the Annual Genral Meeting of the Company.

Appropriate Resolutions including explanatory statements are included in the Notice to the Meeting.

17. AUDITORS:

M/s. Deloitte Haskins & Sells, Chennai, Chartered Accountants, who have audited the Company's Accounts for the year ended 31st March, 2014 are eligible for re-appointment.

The Board of Directors on recommendation of the Audit Committee propose the reappointment of M/s Deloitte Haskins and Sells as Statutory Auditors to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the ninety seventh AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM by the members), as per provisions of Sec. 139 of Companies Act 2013.

18. COST AUDITORS:

Your Directors have, with the approval of the Ministry of Corporate Affairs, appointed M/s BBS & Associates as the Cost Auditors of the Company for the Financial year 2013-2014 and the cost audit report will be filed.

The Board of Directors in their meeting held on 28th May 2014, have approved the appointment of M/s BBS & Associates, Cost Accountants as the Cost Auditors of the Company for the Financial year 2014-15 and also fixed the audit fee payable to them. As per the provisions of section 148 of the Companies Act 2013 read with Companies (Audit and Auditors) Rules 2014, audit fee payable to the Cost Auditors is to be ratified by the members of the Company. Your Directors have proposed a resolution as detailed in the Notice for the ensuing Annual General Meeting.

19. ACKNOWLEDGEMENTS

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/ associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company. We would also place on record our sincere appreciation to all employees of the Company for their hard work and commitment.

Kochi
28th May, 2014.

RAMA VARMA
Managing Director
DIN 00031890

By Order of the Board

C. R. R. VARMA
Director
DIN 00031924

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

I. Company's Philosophy on Corporate Governance.

Commitment to values and ethical conduct of business is the cornerstone of Corporate Governance. Integrity, accountability, transparency, equity and fairness must form the guiding principles of all transactions of this company. Accordingly, timely and accurate disclosure of information regarding the financial status, performance, ownership and governance of the company is the key to strengthening stake holder confidence and has therefore constantly endeavoured to ensure that all relevant information regarding the Company and its operations is disclosed and disseminated to its stakeholders.

The Code of Conduct for Directors and Senior Management reflects the company's expectations regarding adherence to high moral and ethical standards on which the Company's reputation has been so painstakingly founded.

II. Board of Directors:

The Board comprises 6 Directors of which 4 are Independent Directors . None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement), across all the companies in which he is a Director. Necessary disclosures regarding committee positions have been made by all the Directors.

Composition and category of Directors

The names and categories of Directors, their attendance at the Board Meetings held during last year and at the last Annual General Meeting, as also the number of Directorships and Committee positions held by them in other companies are given below:

a) The composition of the Board of Directors as on 31st March, 2014 :

Name of Director	Executive/ Non-Executive	No.of outside Directorships*	Total no. of Committee Memberships in other companies**	Total no. of Committee Chairmanships in other companies**
Mr. Rama Varma	Managing Director	1	3	Nil
Mr. C.R.R. Varma	Non-Executive	2	Nil	Nil
Brig. R.R.V.N. Varma	Non-Executive, Independent	-	Nil	Nil
Mr. K.R.N. Menon	-do-	1	Nil	Nil
Mr. P.K. Sasidharan	-do-	-	Nil	Nil
Vice Admiral sushil Krishnan Nair I.N. (Retd.)	-do-	-	Nil	Nil

* Excludes Directorships in Indian Pvt. Ltd. Companies, Foreign Companies and Alternate Directorships.

** Represents Memberships/Chairmanships of Audit Committee, Investors Grievance Committee and Remuneration Committee

The dates on which the Board Meetings were held were :30th May 2013, 9th July,2013, 29th July 2013, 11th September 2013, 7th November 2013 and 5th February 2014.

- b) The attendance of each Director at the Board Meetings and the last AGM which was held on 29th July 2013 is given below:

	Name of Director	No.of Board Meetings held	No.of Board Meetings attended	Attendance at last AGM
1	H.H. Marthanda Varma*	6	1	No
2	Mr. Rama Varma	6	4	Yes
3	Mr. C.R.R. Varma	6	5	Yes
4	Brig. R.R.V.N. Varma	6	6	Yes
5	Mr. K.R.N. Menon	6	5	Yes
6	Mr. P.K. Sasidharan	6	6	Yes
7	Vice Admiral Sushil Krishnan Nair I.N. (Retd.)	6	6	Yes

*His Highness Marthanda varma passed away on 16/12/2013.

III. Committees of the Board

- a) **Audit Committee:** The Audit Committee comprises five Non-Executive Directors of whom four are independent Directors.

Terms of Reference:

1. Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing with the Management, the annual Financial Statements before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - Changes, if any, in Accounting policies and practices and reason for the same.
 - Major Accounting entries involving estimates based on the exercise of judgment by the Management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
5. Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the Management, performance of statutory and internal auditors, and adequacy of internal control systems.

7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up thereon.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and report the matter to the Board.
10. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders and shareholders (in case of non-payment of declared dividend) and creditors.
12. To carry out any other function as may be referred to by the Board.

The composition of the Audit Committee, meetings held and attendance is as follows:

Members of Audit Committee	No. of Meetings held	No. of meetings attended
Mr. P.K. Sasidharan (Chairman)	5	5
Mr. C.R.R. Varma	5	5
Brig. R.R.V.N. Varma	5	5
Mr. K.R.N Menon	5	5
Vice Admiral Sushil Krishnan Nair	5	3

The meetings of the Audit Committee were held on : 29th May 2013, 29th July 2013, 11th September 2013, 7th November 2013 and 5th February 2014. The Audit Committee Meetings are attended by the Managing Director, The Chief Executive Officer, the Chief Financial Officer, the Company Secretary, a partner of the Statutory Auditors and representatives of the Internal Auditors. The Chairman of the Audit Committee, Mr. P.K. Sasidharan was present at the Annual General Meeting of the Company held on 29th July 2013.

b) Remuneration Committee:

The Remuneration Committee consists of 3 Independent Non-executive Directors as follows:

Members of Remuneration Committee	Designation	Category
Brig. R.R.V.N. Varma	Chairman	Non-Executive, Independent
Mr. P.K. Sasidharan	Member	Non-Executive, Independent
Mr. K.R.N. Menon	Member	Non-Executive, Independent

The Remuneration Committee was not required to meet during 2013-14.

c) Shareholders/Investors' Grievance Committee :

The Shareholders/Investors' Grievance Committee has been constituted to oversee the redressal of Investors' complaints relating to Share Transfer/Transmissions, non-receipt of Annual Reports etc.

Minor grievances are redressed by the Company Secretary/Share Transfer Agents. The composition of the Committee is as follows.

Members of Shareholders/ Investor's Grievance Committee	Designation	Category
Mr. K.R.N. Menon	Chairman	Non-Executive, Independent
Mr. C.R.R. Varma	Member	Non-Executive
Brig. R.R.V.N. Varma	Member	Non-Executive, Independent

No meetings of the Shareholders/Investors' Grievance Committee were held during the Financial year 2013-2014.

The Status of Investor Complaints are as below:

No.of Investor complaints complaints received	No.of complaints disposed	No.of complaints pending at the end of the year
Nil	Nil	Nil

The Share Registrars and Transfer Agents appointed by the Company process all share transfers/transmissions. An internal committee consisting of the Company Secretary and Chief Financial Officer of the company look into and approve Share transfers/Transmissions periodically. Decisions taken by the Committee are placed before the Board in every meeting for confirmation.

I. Internal Auditors

The company appointed M/s. Varma & Varma, Chartered Accountants as Internal Auditors for the FY 13-14 who have periodically verified the accounting and other functional procedures followed by the company and submitted reports to the Management.

II. Code of Conducts

The Company has adopted a Code of Conduct for the Directors and Senior Management of the Company and also another Code of Conduct for Prevention of Insider Trading. Compliance of these codes by all Board members and Senior Management personnel are ensured.

III. Details of remuneration to Directors

The Non-Executive Directors are paid remuneration by way of sitting fees for every meeting of the Board and Committees attended @ Rs. 20,000 for every meeting. The Managing Director is paid salary, allowances and perquisites as approved by the Members.

No Commission is paid to the Directors on the Profits of the Company

Details of remuneration and the shareholdings of the Directors during 2013-2014 are tabulated hereunder:

Name of Director	Executive/ Non-Executive	Relation-ship with other Directors	Sitting fee ₹	Salary ₹	Contribution to PF & ESPP ₹	Perquisites ₹	Total ₹	No.of shares held on 31-3-13
H.H Marthanda Varma	Non-Executive Chairman	None	20000	—	—	—	20000	86088
Mr. Rama Varma	Managing Director	None	—	3600000 (Salary) 275000 (Bonus)	396000 (Cont. to PF) 100000 (Cont. to fund: superannuation)	50000	4421000	1165344
Mr. C.R.R. Varma	Non-Executive	Related to Rama Varma	200000	—	—	—	200000	37586
Brig. R.R.V.N. Varma	Non-Executive Independent	None	220000	—	—	—	220000	412
Mr. K.R.N. Menon	-do-	None	200000	—	—	—	200000	50
Mr. P.K. Sasidharan	-do-	None	220000	—	—	—	220000	50
Vice Admiral sushil Krishnan Nair I.N. (Retd.)	-do-	None	180000	—	—	—	180000	30

IV. Annual General Meetings and Dividend declared:

The location, date and time of the Annual General Meetings held in the last 3 years:

Financial Year	Date	Time	Location
2010-11	29-07-2011	12.00 noon	Gokulam Park, Cochin
2011-12	02-08-2012	10.00 a. m.	Gokulam Park, Cochin
2012-13	29-07-2013	3.00 p. m.	Gokulam Park, Cochin

Special Resolutions passed in the previous 3 AGMs:

Sl.No	Date of AGM	Special Resolutions	Dividend
1.	29-07-2011	1.Re-appointment of Mr. Rama Varma as MD and fixing remuneration thereof	First & Final - 25%
2.	02-08-2012	No Special Resolutions	First & Final - 25%
3.	29-07-2013	Special Resolution passed for increasing sitting fees to Directors from Rs.10,000/- to Rs.20,000/-	First & Final - 22.5%

During the previous year no Resolutions, were passed through Postal Ballot

V. CEO- CFO Certification:

Mr. Rama Varma, Managing Director and Mr. TR Radhakrishnan , CFO have given the CEO/CFO certificate to the Board. The Board has taken on record the CEO/CFO certificate , given in the prescribed format at its meeting held on 28th May 2014.

VI. Disclosures:

Related party transactions during the year have been disclosed as a part of the Accounts as required under AS- 18 issued by the Institute of Chartered Accountants of India.

The company has complied with the requirements of Listing Agreement with Stock Exchanges and Regulations and Guidelines of SEBI. No penalties or strictures have been imposed by SEBI, Stock Exchanges or any statutory authorities on matters relating to capital markets during the last three years.

Risk assessment is done by the senior management on a regular basis and reviewed every quarter. Significant matters are brought to the notice of the Board and minimisation procedures adopted whenever deemed necessary

The Company has complied with all the mandatory requirements as stipulated under clause 49 of the Listing Agreement . A certificate from the statutory auditors of the Company to this effect has been included in this Report. The Company has not complied with other non-mandatory disclosures stipulated in the Listing agreement for the time being.

The Management Discussion & Analysis Report is incorporated in the Directors' Report.

VII. General Shareholders' Information

a) Registered Office: 926/A1 to A5, Devankulangara, Edappally P.O, Kochi-24.	
b) Annual General Meeting : Date: Day: Time: Venue:	11th August, 2014 Monday 11.30 AM Gokulam Park, Kaloor, Kochi.
c) Financial calendar for 2014-15 Financial reporting : for quarter ending 30-6-2014 for quarter ending 30-9-2014 for quarter ending 31-12-2014 for the Financial year ending 31-3-2015	Month of July/August, 2014 Month of October/November, 2014 Month of January/February, 2015 April - May 2015
d) Date of Book Closure:	07-08-2014 to 11-08-2014 (both days inclusive)
e) Dividend payment date	Latest by 09-09-2014
f) Listing at Stock Exchanges	(1) Cochin Stock Exchange Ltd. 36/1565, 4 th floor, MES Buildings, Judges Avenue, Kaloor, Kochi -17. (2) Madras Stock Exchange Ltd. Exchange Building, P.B. No.183, 11, Second Line Beach, CHENNAI -1.
g) Plant location	Coffee Processing: Mangalore Rubber Plantation: Pullangode Coir & Natural Fibre: Alleppey, Pollachi
h) Address of Share Registrars	M/s. S.K.D.C. Consultants Ltd., Registrars and Share Transfer Agents, Kanapathy Towers, 3 rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006.

1. Shareholding Pattern as on 31-03-2014:

Category code	Category of Shareholder	No. of Shareholders	Total No. of shares	No. shares in demat form	Percentage of holding
(A)	Shareholding of Promoter and Promoter Group				
	Indian				
(a)	Individuals/Hindu Undivided Family	13	2960722	-	37.87
(b)	Bodies Corporate	2	2165020	1705884	27.69
	Total (A)	15	5125742	1705884	65.56
(B)	Public shareholding				
(a)	Bodies Corporate	25	482035	237565	6.17
(b)	Individuals	1168	2137581	1006113	27.34
(c)	Foreign Nationals & NRI	14	46314	23766	0.59
(d)	Hindu Undivided Family	9	13474	13474	0.17
(e)	Directors	4	542	-	0.01
(f)	Private Trusts	1	12600	-	0.16
	Total (B)	1221	2692546	1280918	34.44
	Total (A)+(B)	1236	7818288	2986802	100.00

2. Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting of the Company.

Director retiring by rotation:

Mr. Rama Varma, the Managing Director, retires by rotation at this AGM and the Board has appointed him as Managing Director and also fixed the remuneration for a period of three years commencing from 01/08/2014, subject to approval by the members.

Independent Directors:

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr.KRN Menon, Brigadier RRVN Varma, Mr. PK Sasidharan and Vice Admiral Sushil Krishnan Nair and they were liable to retire by rotation as per the provisions of erstwhile Companies Act 1956.

Pursuant to the provisions of Section 149 of the Companies Act 2013, which came into effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Mr.KRN Menon, Brigadier RRVN Varma, Mr. PK Sasidharan and Vice Admiral Sushil Krishnan Nair ,the non-executive Directors of the Company have given a declaration to the Board that they meet the criteria of Independence as provided under Section 149(6) of the Act.

In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors and they are independent of the management.

The terms and conditions of appointment of the above directors shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

The Board in compliance with the provisions of Sections 149 and 152 read with Schedule IV recommends the appointment of these Directors as Independent Directors for a varied terms upto five years beginning from 11th August 2014 to 10th August 2019 considering their vast experience and knowledge in various areas such as Capital Markets, Finance, and General Administration.

The profile of Directors:

Rotational Directors:

Mr. Rama Varma:

Mr. Rama Varma: Mr. Rama Varma (65) was re-appointed as Managing Director w.e.f from 1st August, 2011. He will be retiring by rotation in the ensuing AGM and his term as a Managing Director will be expiring on 31.7.2014. He is seeking re-appointment to the Board. The Board in its meeting held on 28th May 2014 resolved to re-appoint him as Managing Director for a further period of 3 years from 1.8.2014. Remuneration Committee constituted by the Board considered and approved the remuneration payable to him as detailed in the explanatory statement annexed to the Notice calling this Annual General Meeting. Necessary resolution for the approval of the members for this appointment is included in the notice of the meeting.

Mr. Rama Varma has been associated with this company for more than 38 years as Executive and Consultant and has contributed substantially for the furtherance of the business of the company. He is a member of the Promoter Group.

He holds a Bachelor's Degree in Science. He is a Director and also a member of the Audit Committee, remuneration Committee and shareholders/investors grievance Committee of Nirlon Ltd., Mumbai.

Independent directors:

Brig. R.R.V.N Varma:

Brig.R.R.V.N Varma is an Electronics Engineer from MIT (Madras). He was commissioned in The Indian Army and had a successful career spanning over 32 years. He had a tenure as Joint Director with Dept. of Defence Production and Supplies, Ministry of Defence, New Delhi. He was the Chairperson, Society of Environment and Reliability Engineering, UK (India Chapter).He rose to the ranks of a Brigadier and after serving in various prestigious positions and retired from service as Controller, Controllerate of Quality Assurance,

Electronics, Ministry of Defence. Post retirement he was the Executive Director of Keltron Component Complex Limited and during this period KCCL was adjudged the best electronic component Manufacturing unit by the National Productivity Council and awarded the prestigious trophy by the Hon. Minister of Industries, Govt. of India. He was also a Director and Chief Advisor in Keltron Group Companies.

He is currently chairman of the Nomination and Remuneration Committee and a member of the Audit Committee and shareholder's Investor's Grievance committee of this Company

Mr. KRN Menon:

Mr. KRN Menon holds an Honors Degree in Philosophy, Politics and Economics from Oxford, UK. He started his career with Best & Co. Private Ltd. in March 1958 and after occupying various positions in the Company, in 1970 was made a Whole-time Director in the amalgamated Company Best & Crompton Engineering Ltd.,. He resigned from that position in 1976, and founded thereupon his own Corporate Management Consultancy Company of which he remains Chairman & Managing Director.

Mr. Menon is widely travelled and has been a member of official Indian Trade delegations to Fiji, Australia, New Zealand, the Philippines, Netherlands and France. He was a Member of the Indo-French Forum, attached to the Ministry of External Affairs (1999-2005).

He is currently chairman of the shareholder's Investor's Grievance committee and a member of the Audit Committee and Nomination and Remuneration Committee of this Company

Mr. PK Sasidharan:

Mr. PK Sasidharan is a graduate in science and became a member of the Institute of Chartered Accountants of India in 1973. From 1978-1984 he was a partner in the firm M/s Varma & Varma. In 1984 he established own practice in the name of M/s Kaimal & Co. at Cochin. Along with late M.A Krishna Kaimal and Sri. B. Madhusoodanan, Chartered Accountants established the firm M/s Sasi Kaimal and Company in 1989. In 2004 Mr. PK Sasidharan joined the firm M/s George & Paulson Chartered Accountants . At present he is the Managing Partner of M/s Sasi Kaimal & Co. and M/s George & Paulson, Chartered Accountants. He is also a partner in the firm M/s. B.K. Kamath & Co. Chartered Accountants. He has specialised in tax practice and is associated with various Social and Charitable Associations.

He is currently chairman of the Audit Committee and a member of Nomination and Remuneration Committee of this Company.

Vice Admiral Sushil Krishnan Nair:

Vice Admiral Sushil Krishnan Nair I.N (Retd.) graduated in physics . He was commissioned in to the Indian Navy as a sub lieutenant in 1973. After completion of initial training he was appointed to various sea going and staff appointments. Having specialized in Submarine warfare he was sent to Germany as commissioning crew of the submarine being acquired from there. He was elevated to the rank of captain(I N) in 1995. He is an alumnus of the Naval War College and the National Defence Academy.

He became Vice Admiral in 2007 and was instrumental in the formulation of all nuclear and radiation safety policies. Vice Admiral initiated the strategic manpower policy for the Indian Navy, resulting in comprehensive changes in the induction and basic training of all naval personnel. He retired from Naval services in May 2012.

He is also a member of the Audit Committee of the Company

3. Stock Market Price:

Shares of this Company are listed with Cochin Stock Exchange Ltd. and Madras Stock Exchange Ltd. Most of the share dealings are limited to transfer among family members or transmission of deceased members' holdings to legal heirs. Transaction of shares are generally private and through Stock Exchanges are practically nil.

4. Dematting:

The Company has dematted its shares with CDSL & NSDL. The ISIN No. allotted to the Company is INE991I01015.

VIII. ADDITIONAL INFORMATION:

a) Investors Relation Section :

The Investors Relation Section is located at the Registered Office of the Company

Contact person	Ms. K. S. Smitha, Company Secretary & Compliance officer
Phone No.	0484-2342000
Fax No.	0484-2343400
Email:	ernakulam@aspinwall.in

b) Bankers:

Syndicate Bank
State Bank of India
Axis Bank
State Bank of Travancore

c) Auditors:

M/s. Deloitte Haskins & Sells, Chennai, Chartered Accountants,
ASV N Ramana Tower, 52, Venkatnarayana Road, T- Nagar, Chennai- 600 017.

d) Share Registrars and Transfer Agents:

M/s. S.K.D.C. Consultants Ltd.,
Registrars and Share Transfer Agents,
Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road,
Ganapathy, Coimbatore-641 006.

e) Cost Auditors:

M/s. BBS & Associates.,
Cost Accountants
40/9708, First Floor, ST Reddiar & Sons (EKM)
Veekshanam Road, Kochi - 682035

f) Means of communications:

Quarterly, Half yearly and Annual results are published in Financial Express and Deepika daily. These results are also posted in the Company's website, www.aspinwall.in

IX. Declaration Affirming Compliance of provisions of the Code of Conduct

To the best of my knowledge and belief and on the basis of declarations given to me I hereby affirm that all the Board Members and the Senior Management personnel have fully complied with the provisions of the Code of Conduct for Directors and Senior Management Personnel during the financial year ended March 31, 2014.

By Order of the Board

Kochi,
28th May, 2014.

Sd/-
RAMA VARMA
MANAGING DIRECTOR
DIN 00031890

Sd/-
C. R. R. VARMA
DIRECTOR
DIN 00031924

COMPLIANCE :

The Certificate dated 28th May, 2014 obtained from Statutory Auditors, M/s. Deloitte Haskins & Sells forms part of this Annual Report and the same is given herein.

AUDITORS' CERTIFICATE AS PER CLAUSE 49 OF THE LISTING AGREEMENT

To the Members of
Aspinwall and Company Limited

We have examined the compliance of conditions of Corporate Governance by **Aspinwall and Company Limited** ("the Company"), for the year ended 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the 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 by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

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

Reg. No. 008072S

Sd/-

(M. K. ANANTHANARAYANAN)

Partner

Membership Number : 19521

Place : Kochi,
Date : 28th May, 2014.

ASPINWALL AND COMPANY LIMITED

(CIN: L74999KL1920PLC001389)

Registered Office : 926/A1-A5, Devankulangara,
Edappally, Kochi-682024. India

Tel : +91 484 234 2000, Fax : +91 484 234 3400

Email : ernakulam@aspinwall.in, Website : www.aspinwall.in

CEO/CFO CERTIFICATION

To
The Board of Directors
Aspinwall & Company Limited.
Kochi - 24

We, do hereby certify that, for the year ended 31st March 2014:

- a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee:-
- i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-
(RAMA VARMA)
Managing Director
DIN 00031890

Sd/-
(T. R. RADHAKRISHNAN)
Chief Financial Officer

Place : Kochi,
Date : 28th May, 2014.

ASPINWALL AND COMPANY LIMITED

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

1. Name of the Subsidiary Company	MALABAR COAST MARINE SERVICES PVT. LIMITED	ASPINWALL TECHNOLOGIES LIMITED	ASPINWALL GEOTECH LIMITED	SFS PHARMA LOGISTICS (P) LTD
2. The Financial Year of the Company	31 st March, 2014	31 st March, 2014	31 st March, 2014	31 st March, 2014
3. (i) Equity Shares of the Subsidiary Company held by the Company on the above date				
(a) Number	50,035	1,61,280	12,00,000	10,00,000
(b) Extent of holding	100%	100%	100%	100%
(ii) Preference Shares of the Subsidiary Company held by the Company on the above date				
(a) Number	Nil	Nil	Nil	Nil
(b) Extent of holding	N/A	N/A	N/A	N/A
4. The net aggregate of profit of the Subsidiary Company (₹)				
(a) For the financial year:				
(i) Dealt with	5,00,350	Nil	Nil	Nil
(ii) Not dealt with	74,83,250	3,97,245	8,588,538	(26,94,789)
(b) For the previous years:				
(i) Dealt with	34,02,380	64,000	Nil	Nil
(ii) Not dealt with	2,98,99,821	34,94,553	(3,26,226)	(58,28,657)
5. Changes in the interest of the Holding Company between the end of the Financial Year of the Subsidiary Company and 31 st March, 2014	Nil	Nil	Nil	Nil
6. Material changes between the end of the financial year of the Subsidiary Company and 31 st March, 2014, in respect of the Subsidiary's fixed assets, investments, moneys lent by it and moneys borrowed by it for any purpose other than that of meeting current liabilities	Nil	Nil	Nil	Nil

For and on behalf of the Board of Directors

RAMA VARMA
Managing Director
DIN 00031890

T. R. RADHAKRISHNAN
Chief Financial Officer

Kochi,
28th May, 2014.

P. K. SASIDHARAN
Director
DIN 01464454

K.S. SMITHA
Company Secretary

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

ASPINWALL AND COMPANY LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **ASPINWALL AND COMPANY LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards notified under the Act (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs).
 - (e) On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of Section 274(1)(g) of the Act.

Kochi
28th May, 2014.

For Deloitte Haskins & Sells
Chartered Accountants
(Registration Number : 008072S)
Sd/-
M. K. Ananthanarayanan
Partner
Membership Number : 19521

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

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

- (i) Having regard to the nature of the Company's business / activities / results during the year, Clauses (xii) to (xiv), (xix) and (xx) of paragraph 4 of the Order are not applicable to the Company.
- (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) Some of the fixed assets were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed 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 inventory:
 - (a) As explained to us, the 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 were 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 has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iv) The Company has neither granted nor taken any loans, secured or unsecured, to/from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956.
- (v) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services and during the course of our audit we have not observed any continuing failure to correct major weaknesses in such internal control system.
- (vi) To the best of our knowledge and belief and according to the information and explanations given to us, there are no contracts or arrangements that needed to be entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956.
- (vii) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 58A, 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. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal.

- (viii) In our opinion, the internal audit functions carried out during the year by firm of Chartered Accountants appointed by the Management have been commensurate with the size of the Company and the nature of its business.
- (ix) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 and prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (x) According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2014 for a period of more than six months from the date they became payable.
- (c) Details of dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess which have not been deposited as on March 31, 2014 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (₹ in lakhs)
Finance Act, 1994 and Service Tax Rules, 1994	Service Tax and Penalty (Excluding additional penalty and Interest, if any)	Customs, Excise and Service Tax Appellate Tribunal	April, 2002 to March, 2011	1,570
Finance Act, 1994 and Service Tax Rules, 1994	Service Tax and Penalty (Excluding additional penalty and Interest, if any)	Commissioner (Appeals)	April, 2006 to March, 2012	44
Kerala Value Added Tax Act, 2003	Kerala Value Added Tax	Deputy Commissioner Commercial Taxes, Kochi	Assessment Year 2007 - 08	37

- (xi) The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in 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 and banks. The Company has not issued any debentures.
- (xiii) According to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks and financial institutions.

- xiv) In our opinion and according to the information and explanations given to us, the Company has not availed any term loan during the year.
- (xv) In our opinion and according to the information and explanations given to us, and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short-term basis have, prima facie, not been used during the year for long-term investment.
- (xvi) During the year the Company has not made any preferential allotment of shares to the parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- (xvii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

Kochi,
28th May, 2014.

For Deloitte Haskins & Sells
Chartered Accountants
(Registration Number : 008072S)

Sd/-
M. K. ANANTHANARAYANAN
Partner
(Membership Number : 19521)

ASPINWALL AND COMPANY LIMITED

BALANCE SHEET AS AT 31ST MARCH 2014

Particulars	Note No.	As at 31 March 2014	As at 31 March 2013
		₹ in Lakhs	₹ in Lakhs
A. EQUITY AND LIABILITIES			
1 Shareholders' Funds:			
(a) Share Capital	3	782	782
(b) Reserves and Surplus	4	9,503	9,258
		10,285	10,040
2 Non-current Liabilities			
(a) Long-term borrowings	5	-	719
(b) Long-term Provisions	6	525	525
		525	1,244
3 Current Liabilities			
(a) Short-term borrowings	7	3007	1,039
(b) Trade payables	8	1,308	1,036
(c) Other Current Liabilities	9	2,300	891
(d) Short-term provisions	10	657	541
		7,272	3,507
TOTAL		18,082	14,791
B. ASSETS			
1 Non-Current Assets			
(a) Fixed assets	11		
(i) Tangible Assets		5,035	5,202
(ii) Capital Work-in-progress		4	3
		5,039	5,205
(b) Non-current Investments	12	123	123
(c) Deferred Tax Assets (net)	28.5	415	353
(d) Long-term loans and advances	13	163	151
(e) Other Non-Current Assets	14	46	37
		747	664
2 Current Assets			
(a) Current Investments	15	727	496
(b) Inventories	16	6,434	3,515
(c) Trade Receivables	17	1,601	1,485
(b) Cash and Cash Equivalents	18	502	619
(e) Short-term Loans and Advances	19	849	578
(f) Other Current Assets	20	2,183	2,229
		12,296	8,922
TOTAL		18,082	14,791
See Accompanying notes forming part of the financial statements			

In terms of our Report attached

For and on behalf of the Board of Directors

For Deloitte Haskins & Sells
Chartered Accountants

RAMA VARMA
Managing Director
DIN 00031890

P. K. SASIDHARAN
Director
DIN 01464454

M. K. ANANTHANARAYANAN
Partner

T. R. RADHAKRISHNAN
Chief Financial Officer

K.S. SMITHA
Company Secretary

Kochi,
28th May, 2014.

Kochi,
28th May, 2014.

ASPINWALL AND COMPANY LIMITED

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2014

Particulars	Note No.	For the Year ended 31st March 2014	For the Year ended 31st March 2013
		₹ in Lakhs	₹ in Lakhs
1 Revenue from Operations	21	19,436	20,430
2 Other Income	22	286	576
3 Total Revenue (1+2)		19,722	21,006
4 Expenses			
(a) Cost of Materials Consumed	23.a	9,218	8,779
(b) Purchases of Stock-in-Trade	23.b	150	120
(c) Changes in Inventories of Finished Goods and Stock-in-Trade	23.c	(1,368)	316
(d) Employee benefits expense	24	2,906	2,656
(e) Finance Costs	25	524	510
(f) Depreciation and Amortisation Expense	11	491	506
(g) Other Expenses	26	7,067	7,241
Total Expenses		18,988	20,128
5 Profit Before Tax (3-4)		734	878
6 Tax Expense :			
(a) Current Tax for :			
Current Year		370	375
Prior years		88	22
(b) Deferred Tax		(62)	4
Net Tax Expense		396	401
7 Profit for the year (5-6)		338	477
Earnings per share [EPS] (of ₹ 10/- each)			
Basic and Diluted EPS (₹)	28.4	4.32	6.10
See Accompanying Notes forming part of the Financial Statements			

In terms of our Report attached

For and on behalf of the Board of Directors

For Deloitte Haskins & Sells
Chartered Accountants

RAMA VARMA
Managing Director
DIN 00031890

P. K. SASIDHARAN
Director
DIN 01464454

M. K. ANANTHANARAYANAN
Partner

T. R. RADHAKRISHNAN
Chief Financial Officer

K.S. SMITHA
Company Secretary

Kochi,
28th May, 2014.

Kochi,
28th May, 2014.

ASPINWALL AND COMPANY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
A. CASH FLOW FROM OPERATING ACTIVITIES:				
Profit before Tax		734		878
Adjustments for:				
Depreciation and Amortisation expense	491		506	
Profit on sale of Fixed Assets	(35)		(35)	
Profit on sale of Rubber Trees	(20)		(45)	
Finance Costs	524		510	
Interest Income	(35)		(30)	
Dividend Income	(53)		(61)	
Net Gain on sale of Investments	(*)		(16)	
Rental Income from Operating Leases	(18)		(21)	
Reversal of mark-to-market loss on forward exchange contracts (Net)	-		(122)	
Liabilities / Provisions no longer required written back :				
Unclaimed Credit balances	(8)		(110)	
Provision for Expenses	(36)		(59)	
Provision for doubtful contractually reimbursable expenses	(1)		(*)	
Provision for doubtful trade and other receivables	(12)		(38)	
Bad Trade Receivables Written off	2		2	
Advances Written off	11		-	
Provision for Doubtful Trade and Other Receivables, Loans and Advances				
Provision for Doubtful Trade Receivables	15		13	
Provision for doubtful Contractually Reimbursable Expenses	26		8	
Provision for Doubtful Advances	-		1	
Net unrealised exchange (gain) / loss	7		(3)	
		858		500
Operating Profit before Working Capital Changes		1,592		1,378
Changes in Working Capital:				
Adjustments for (increase)/decrease in operating assets:				
Inventories	(2,919)		1,726	
Trade Receivables	(127)		525	
Short Term Loans and Advances	(283)		165	
Long Term Loans and Advances	(14)		42	
Other Current Assets	110		(102)	

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014

(Continued)

Particulars	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
Adjustments for increase/(decrease) in operating Liabilities:				
Trade Payables	280		(167)	
Other Current Liabilities	67		(199)	
Short-term Provisions	120		77	
		(2,766)		2,067
Cash Generated from Operations		(1,174)		3,445
Net Income Tax Paid		(439)		(524)
Net Cash flow from/(used in) Operating Activities (A)		(1,613)		2,921
B. CASH FLOW FROM INVESTING ACTIVITIES:				
Capital expenditure on fixed assets, including capital advances	(336)		(1,421)	
Proceeds from sale of fixed assets	48		58	
Proceeds from Sale of Rubber Trees	29		65	
Advance received towards Sale of Land	550		50	
Earmarked Bank Balances not considered as Cash and cash equivalents	(7)		(8)	
Bank Deposits not considered as Cash and cash equivalents				
- Placed	(19)		-	
- Matured	-		*	
Current investments not considered as Cash and cash equivalents				
- Purchased	(761)		(1,095)	
- Proceeds from sale	530		2,104	
Purchase of long-term investments				
- Subsidiaries	-		(61)	
Proceeds from sale of long-term investments	*		*	
Interest received	26		23	
Dividend received				
- Subsidiaries	5		5	
- Others	48		56	
Rental income from operating leases	18		21	
		131		(203)
Net Cash flow from / (used in) Investing Activities (B)		131		(203)
C. Cash flow from financing activities				
Proceeds from long term borrowings	182		246	
Repayment of long term borrowings	(91)		(73)	
Proceeds from short-term borrowings				
- Public Deposits	78		70	
- Others (net)	1,940		-	
Repayment of Short - term borrowings				
- Public Deposits	(53)		(27)	
- Others (net)	-		(2,014)	
Finance costs	(506)		(478)	
Dividends Paid	(172)		(192)	
Tax on Dividend	(29)		(31)	
		1,349		(2,499)
Net Cash flow from/ (used in) financing activities (C)		1,349		(2,499)

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014

(Continued)

Particulars	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS: (A+B+C)		(133)		219
Cash and Cash Equivalents at the beginning of the year		477		258
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		(*)		*
Cash and Cash Equivalents at the end of the year		344		477
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents (Refer Note 18)		502		619
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements				
(i) In deposit accounts				
- original maturity more than 3 months		11		10
(ii) In earmarked accounts (Refer Note below)				
- Unclaimed dividend accounts		44		40
- Margin Money Deposit		81		73
- Interest Warrant Account		20		17
- Deposit Receipts pledged with Customs, Sales Tax and other Government Authorities		2		2
Cash and cash equivalents at the end of the year #		344		477
# Comprise:				
(a) Cash on hand		6		7
(b) Balances with banks				
(i) In current accounts		337		469
(ii) In EEFC Accounts		1		1
		344		477
Asterisk denotes figures below ₹ 50,000/-				
Note: These earmarked account balances with banks can be utilised only for the specific identified purposes				
See Accompanying Notes forming part of the Financial Statements				

In terms of our Report attached

For Deloitte Haskins & Sells
Chartered Accountants

M. K. ANANTHANARAYANAN
Partner

Place : Kochi,
Date : 28th May, 2014.

For and on behalf of the Board of Directors

RAMA VARMA
Managing Director
DIN 00031890

T. R. RADHAKRISHNAN
Chief Financial Officer

Kochi,
28th May, 2014.

P. K. SASIDHARAN
Director
DIN 01464454

K.S. SMITHA
Company Secretary

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

Note

1 Corporate information :

Aspinwall and Company Limited, ("the Company") is one of the earliest commercial enterprises in the Malabar Coast, established in the year 1867, by the legendary English trader and visionary, John H. Aspinwall. The Company's shares are listed on Cochin and Madras stock exchanges in India. The company has diversified business activities comprising Logistics Services across 14 branches in India, Rubber Plantations at Malappuram, Coffee Processing and Trading at Mangalore, Tour Division at Ernakulam, Natural Fibre Division at Alleppey and Pollachi, Sales office in Rotterdam. The company caters to both domestic and international markets

2 Significant accounting policies

2.1 Basis of accounting and preparation of financial statements:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956 ("the 1956 Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 ("the 2013 Act") in terms of General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the 1956 Act / 2013 Act, as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.2 Use of estimates

'The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.3 Inventories

Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost is determined on the following basis:

Particulars	Method of Valuation
Coffee bought from Registered Dealers	Specific Identification Basis
Raw Materials, Stores & Spare parts and Trading Goods	Weighted Average Basis

Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Finished goods include appropriate proportion of overheads.

2.4 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition) that are readily convertible into known amounts of cash.

2.5 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

2.6 Depreciation and amortisation

Depreciation on Fixed Assets is provided on straight line basis at the following rates, which are higher than the rates prescribed under Schedule XIV of the Companies Act, 1956:

Tangible Assets	2013 - 2014	2012 - 2013
Buildings	5 % / 10 %	5 % / 10 %
Plant and Equipments	10% / 33.33%	10% / 33.33%
Office Equipments	10% / 25% / 33.33%	10% / 25% / 33.33%
Furniture and Fixtures	10% / 15%	10% / 15%
Vehicles - Motor Cars	20%	20%
- Motor Lorries	25%	25%
- Trailers & Motor Cycles	15 %	15 %

Assets costing Rs.5,000/- or less each are fully depreciated in the year of capitalisation.

Depreciation on additions during the year is provided for the full year, irrespective of the date of addition.

In respect of Plantation Division, the life of rubber trees is estimated at 25 years from the date of planting and the cost of these trees is amortised over the yielding period from the year in which the tapping is commenced which is normally from 7th year of plantation.

2.7 Revenue recognition

Sale of goods

Domestic Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales include excise duty but exclude sales tax and value added tax. Export sales are recognised when goods are boarded to vessel.

Income from services

Income from Services such as Clearing and Forwarding, Shipping and Liner Agencies are accounted on the completion of jobs, partly or fully.

Rubber Tree sales

Revenue from sale of non-yielding Rubber trees is recognised on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the felling and removal of the trees from the estate and realisation of the proceeds. In case when slaughter tapping is allowed to be carried out by the buyer the sale of trees are recognised when sale consideration is received.

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

2.8 Other income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

2.9 Fixed Assets (Tangible / InTangible)

Fixed assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Replanting expenses of Rubber and Minor crops are capitalized under Plantation Land and Development. Subsequent expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident.

Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately.

Capital work-in-progress:

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.10 Foreign currency transactions and translations

Initial recognition

- i) Company: Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.
- ii) Integral foreign operations: Transactions in foreign currencies entered into by the Company's integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Measurement at the Balance Sheet date

- i) Company: Foreign currency monetary items of the Company outstanding at the Balance Sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.
- ii) Integral foreign operations: Foreign currency monetary items of the Company's integral foreign operations outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company's integral foreign operations are carried at historical cost.

2.11 Subsidies and export incentives

- i) Rubber Board Subsidy
Subsidy received from Rubber Board against cost of Fixed Assets is adjusted against cost of respective assets.
- ii) Export Incentives
The export incentive in the form of Focus Products Scheme/Duty drawback is recognised as income on export based on eligibility and when there is no uncertainty in receiving the same.

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

2.12 Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.

2.13 Employee benefits

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund and compensated absences.

Defined contribution plans

The Company's contribution to provident funds, superannuation fund, employee state insurance scheme, Social Security and insurance in the case of foreign national employee are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under :

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur or when employees encash the leave whichever is earlier.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.

2.14 Segment reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under “unallocated revenue / expenses / assets / liabilities”.

2.15 Operating Lease

a) Where the company is Lessor

Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the Statement of Profit and Loss as per the lease term. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss.

b) where the company is Lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss as per the lease terms.

2.16 Earnings per share

Basic earnings per share are computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

2.17 Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

2.18 Impairment of assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.

2.19 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

2.20 Hedge Accounting

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecast transactions. The Company designates such forward contracts in a cash flow hedging relationship by applying the hedge accounting principles set out in "Accounting Standard 30 Financial Instruments: Recognition and Measurement" issued by the ICAI. These forward contracts are stated at fair value at each reporting date. Changes in the fair value of these forward contracts that are designated and effective as hedges of future cash flows are recognised directly in "Hedging Reserve Account" under Reserves and Surplus and the ineffective portion is recognised immediately in the Statement of Profit and Loss. Amounts accumulated in the "Hedging Reserve Account" are reclassified to the Statement of Profit and Loss in the same periods during which the forecasted transaction affects profit or loss. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. For forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in "Hedging Reserve Account" is retained until the forecasted transaction occurs. If the forecasted transaction is no longer expected to occur, the net cumulative gain or loss recognised in "Hedging Reserve Account" is immediately transferred to the Statement of Profit and Loss.

2.21 Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

2.22 Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.

2.23 Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014
(Continued)

Note 3 Share capital

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares	₹ in Lakhs	Number of shares	₹ in Lakhs
(a) Authorised: Equity shares of ₹ 10 each	25,000,000	2,500	25,000,000	2,500
(b) Issued, Subscribed and Paid-up Capital: Equity shares of ₹ 10 each fully paid up	7,818,288	782	7,818,288	782

3.1 Terms/Rights attached to the Equity Shares:

The Company has only one class of Equity Shares having a par value of ₹ 10 per share. Each holder of the Equity Shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March, 2014, the amount of per share dividend recognised as distributions to equity shareholders is ₹ 2/- (Previous year ₹2.25).

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

3.2 Details of shares held by each shareholder holding more than 5% shares:

Name of the Shareholder	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares held	% of holding	Number of shares held	% of holding
M/s. Narayanan Investment Trust Pvt Ltd	1,705,884	21.82	1,705,884	21.82
Her Highness Gouri Parvathi Bayi	1,044,992	13.37	1,044,992	13.37
Mr. Rama Varma	1,165,344	14.91	1,165,344	14.91
M/s Kumari Investment Corporation Pvt Ltd	459,136	5.87	459,136	5.87

3.3 Aggregate number of Bonus shares issued during the period of five years immediately preceeding the reporting date:

Particulars	Aggregate number of shares	
	As at 31 March, 2014	As at 31 March, 2013
Equity Shares of ₹ 10 each allotted as fully paid up by way of Bonus Shares through the capitalisation of Reserves during the year 2008 - 09	3,909,144	3,909,144

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

Note 4 Reserves and surplus

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
(a) General Reserve		
Opening balance	8,850	8,600
Add: Transferred from surplus in Statement of Profit and Loss	150	250
Closing balance	9,000	8,850
(b) Hedging Reserve		
Effect of Foreign exchange rate variations on hedging instruments outstanding at the end of the year (Refer Note 27.4(III))	91	2
(c) Surplus in Statement of Profit and Loss		
Opening balance	406	384
Add: Profit for the year	338	477
Less: Appropriations		
Proposed dividend @ ₹ 2/- (Previous Year ₹ 2.25) per Equity Share	156	176
Tax on proposed dividend	26	29
Transfer to General reserve	150	250
Net Surplus in the Statement of Profit and Loss	412	406
Total	9,503	9,258

Note 5 Long -term Borrowings

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
Unsecured :		
(a) Public Deposits (Refer Note 5.1 below)		
(i) from Related Parties	-	3
(ii) from Others	-	705
(b) From ICICI Bank Limited - Under Techno Economic Feasibility Study Scheme	-	11
Total	-	719

Note 5.1

Public Deposits from related parties and others carry interest rate between 10% - 12% (Previous Year 9.5% - 12%) per annum and are repayable within a period of one year from the date of commencement of the Companies Act, 2013 or due date for payments whichever is earlier. Hence deposits outstanding as on 31 March, 2014 have been disclosed under other current liabilities (Note 9(a))

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

Note 6 Long-term Provisions

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
Provisions for Contingencies (Refer Note 28.6)	525	525
Total	525	525

Note 7 Short-term borrowings

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
Secured		
(a) Bank Overdraft (Refer Note 7.1 below)	265	171
(b) Packing Credit loan from banks		
Syndicate Bank (Refer Note 7.1 below)	2,457	694
State Bank of India (Refer Note 7.2 below)	83	-
Unsecured		
(a) Public Deposits (Refer Note 7.3 below)		
(i) from Related Parties	6	6
(ii) from Others	196	168
Total	3,007	1,039

Note 7.1

The Bank Overdraft and Packing Credit Loan from Syndicate Bank are secured by way of Hypothecation and first charge on all Raw materials, Finished Goods, Stock in Trade and Stores (Including goods for Export) of Coffee division at Mangalore and Book Debts not older than 120 days of the company. Further Secured by Hypothecation of Plant and Machinery of Coffee and Logistics Division at Mangalore, Equitable Mortgage of Land and Buildings in Sy. No. 129/1, 129/1A, 73/2B at Padavu and Maroli Village, Mangalore and Equitable Mortgage of Land and building in Sy. No. 1265/1, 1265/2, 1266/1, 1266/2, 1259B/2, 1260/2B, 1261/2B in Meelavittam Village at Tuticorin.

Bank Overdraft is repayable on demand and carry interest rate @ 12.50% (Previous Year 12.75%) per annum. Packing Credit Loan is repayable within a period of 270 days from the date of availment of loan and carry interest rate @ 8.50% (Previous Year 9.75%) per annum.

Note 7.2

Packing Credit loan from State Bank of India is secured by Hypothecation of Stock and receivables of Natural Fibre Division. These loans are repayable within a period of 270 days from the date of availment of loan and carry interest rate @ 7.45% (Previous Year 7.75%) per annum.

Note 7.3

Public Deposits from related parties and others carry interest rate @ 11% (Previous Year 11%) per annum and are repayable within a period of one year from the respective date of deposit.

Note 8 Trade payables

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
Trade payables	1,308	1,036
Total	1,308	1,036

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

Note 9 Other current liabilities

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
(a) Current maturities of Public Deposits (Unsecured)#	1,034	236
(b) Interest accrued but not due on borrowings	97	82
(c) Interest accrued and due on borrowings	20	17
(d) Unclaimed dividends	44	40
(e) Unclaimed matured deposits and interest accrued thereon	4	6
(f) Other payables		
(i) Statutory remittances	51	45
(ii) Payables on purchase of fixed assets	5	5
(iii) Contractually reimbursable expenses/liabilities	315	333
(iv) Trade / security deposits received	24	12
(v) Advances from customers	106	65
(vi) Due to a director	*	*
(vii) Advances received towards sale of Land	600	50
(viii) Due to Subsidiary company	-	*
Total	2,300	891

Includes due to Related Party ₹ 3 Lakhs (Previous Year: Nil)

Note 10 Short-term provisions

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
(a) Provision for employee benefits		
Provision for compensated absences	213	188
Provision for Employee's Provident Fund	1	21
(b) Provision - Others:		
(i) Provision for tax {net of advance tax ₹ 2,505 Lakhs (As at 31 March, 2013 ₹ 2,251 Lakhs)}	129	110
(ii) Provision for proposed equity dividend	156	176
(iii) Provision for tax on proposed equity dividend	27	30
(iv) Provision for Wealth tax {net of advance tax ₹ 42 Lakhs (As at 31 March, 2013 ₹ 42 Lakhs)}	15	15
(v) Provision Others		
a. Provision for Licence fee to Port (Refer Note 28.6)	115	-
b. Others	1	1
Total	657	541

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

Note 11 Fixed Assets

Tangible Assets	G R O S S B L O C K				ACCUMULATED DEPRECIATION AND IMPAIRMENT				N E T B L O C K	
	Balance as at 1 April, 2013	Additions	Disposals / Adjstments	Balance as at 31 March 2014	Balance as at 1 April, 2013	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31 March, 2014	Balance as at 31 March, 2014	Balance as at 31 March, 2013
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
(a) Land Freehold	2,322 (1,094)	- (1,228)	- -	2,322 (2,322)	- -	- -	- -	- -	2,322 (2,322)	2,322 (1,094)
Plantation Land & Development	1,178 (1,124)	105 (54)	- -	1,283 (1,178)	309 (251)	53 (58)	- -	362 (309)	921 (869)	869 (873)
(b) Buildings (Refer Note 11.1 and 11.2 below)	2,504 (2,502)	8 (5)	1 (3)	2,511 (2,504)	1,240 (1,020)	224 (223)	1 (3)	1,463 (1,240)	1,048 (1,264)	1,264 (1,482)
(c) Plant and Equipment (Refer Note 11.3 below) Owned	1,318 (1,253)	43 (84)	33 @ (19)	1,328 (1,318)	766 (671)	106 (108)	30 (13)	842 (766)	486 (552)	552 (582)
(d) Furniture and Fixtures Owned	153 (149)	* (4)	11 -	142 (153)	121 (114)	6 (7)	11 -	116 (121)	26 (32)	32 (35)
(e) Vehicles Owned	490 (468)	168 (68)	115 (46)	543 (490)	377 (334)	82 (89)	104 (46)	355 (377)	188 (113)	113 (134)
(f) Office equipment (Refer Note 11.3 below) Owned	430 (418)	15 (16)	146 (4)	299 (430)	380 (363)	20 (21)	145 (4)	255 (380)	44 (50)	50 (55)
Total	8,395	339	306	8,428	3,193	491	291	3,393	5,035	5,202
	(7,008)	(1,459)	(72)	(8,395)	(2,753)	(506)	(66)	(3,193)	(5,202)	(4,255)
Capital Work In Progress									4	3

Figures in brackets relates to previous year.

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

Note 11.1:

Include Buildings constructed on a land whose lease period expires on 28-06-2016 and renewable thereafter:

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Gross Block	Net Block	Gross Block	Net Block
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Office Building (30,000 Square Feet)^	36	9	36	10
Godown	306	65	306	95
Total	342	74	342	105

^ out of which 10,116 (previous year 10,116) Square Feet has been given under Operating Lease.

Note 11.2:

Include Buildings constructed on a land whose lease period expires on 31-12-2023:

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Gross Block	Net Block	Gross Block	Net Block
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Office Building	49	17	49	19

Note 11.3:

Include assets hypothecated to the Rubber Board against subsidy received:

Particulars	Gross Block	
	₹ in Lakhs	₹ in Lakhs
	As at 31 March 2014	As at 31 March 2013
- Plant & Equipments	2	2
- Office Equipments	1	1

@ includes Subsidy Generator received from Government of Tamil Nadu - ₹ 2 Lakhs (Previous Year : Nil)

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014 (Continued)

Note 12 Non-current investments (At cost)

Particulars		As at 31 March, 2014			As at 31 March, 2013		
		Quoted ₹ in Lakhs	Unquoted ₹ in Lakhs	Total ₹ in Lakhs	Quoted ₹ in Lakhs	Unquoted ₹ in Lakhs	Total ₹ in Lakhs
A.	<u>Trade</u>						
	Investments in equity instruments						
	(i) of subsidiaries - fully paid up						
	50035 (50035) Equity Shares of ₹ 10 each in Malabar Coast Marine Services Private Limited	-	1	1	-	1	1
	1199993(1199993) Equity shares of ₹ 10/- each in Aspinwall Geotech Limited	-	116	116	-	116	116
	Less : Provision for diminution in value	-	(116)	(116)	-	(116)	(116)
	1000000(1000000) Equity Shares of ₹ 10/- each in SFS Pharma Logistics Private Limited	-	100	100	-	100	100
	(ii) of other entities - fully paid up						
	13 (13) Equity shares of ₹ 10/- each in Kailas Rubber Company Limited	*	-	*	*	-	*
	10 (10) Equity shares of ₹ 10/- each in Thirumbadi Rubber Company Limited	*	-	*	*	-	*
	Total - Trade (A)	*	101	101	*	101	101
B.	<u>Other investments</u>						
(a)	Investments in equity instruments						
	(i) of subsidiaries - fully paid up						
	161280 (161280) Equity Shares of ₹ 10/- each in Aspinwall Technologies Limited	-	16	16	-	16	16
	(ii) of other entities - fully paid up						
	911 (911) Equity Shares of ₹ 10/- each in Cochin Stock Exchange Limited	1	-	1	1	-	1
	50000 (50000) Equity Shares of ₹10/- each in Cochin Waste 2 Energy Private Limited	-	5	5	-	5	5
(b)	Investment in Government securities						
	Six Years Post Office National Savings Certificate- 8th Issue	-	*	*	-	*	*
	National Savings Certificate (NSC)	-	*	*	-	*	*
	Total - Other investments (B)	1	21	22	1	21	22
	Total (A+B)	1	122	123	1	122	123

Particulars		As at 31 March, 2014	As at 31 March, 2013
		₹ in Lakhs	₹ in Lakhs
(a)	Aggregate amount of quoted investments, net of provision	1	1
(b)	Aggregate value of listed but not quoted investments	1	1
(c)	Aggregate amount of unquoted investments, net of provision	122	122

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

Note 13 Long-term loans and advances

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
<i>Unsecured, Considered good</i>		
(a) Capital advances	18	20
(b) Deposits	120	99
(c) Employee Advances	19	26
(d) Prepaid expenses	3	3
(e) Balances with Sales tax authorities	2	2
(f) Other Advances	1	1
Total	163	151

Note 14 Other non-current assets

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
(a) Accruals		
Interest accrued on deposits	*	*
(b) Others		
Insurance claims	1	1
(c) Non Current Bank Balances		
In earmarked accounts		
- Margin Money Deposit	34	24
- Deposit Receipts pledged with Customs, Sales Tax and other Government Authorities	11	12
Total	46	37

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

Note 15 Current investments

Particulars		As at	As at
		31 March, 2014	31 March, 2013
		₹ in Lakhs	₹ in Lakhs
Investments in mutual funds (Unquoted): (at lower of cost and Net Asset Value (NAV)) :			
i	Nil (677458.775) units in UTI fixed Income Interval Fund - Quarterly Interval Plan Series 1-Dividend Plan-Re-investment	-	68
ii	Nil (794606.526) units in UTI Fixed Income Interval Fund V-Quarterly Interval Plan-Retail Option-Dividend Reinvestment	-	79
iii	1811249.848 (1707229.820) units in ICICI Prudential Ultra Short Term-Regular Plan-Weekly Dividend	180	171
iv	388533.279 (136735.746) units in Birla Sun Life Savings Fund-Daily Dividend -Reinvestment	390	137
v	Nil (389749.886) units in Birla Sun Life Dynamic Bond fund-Retail Plan-Monthly Dividend - Reinvestment	-	41
vi	723311.525 (Nil) units in UTI Fixed Income Interval Fund-I-Quarterly Interval Plan-Retail Option-Direct Dividend Plan Reinvestment	72	-
vii	848039.545 (Nil) units in UTI Fixed Income Interval Fund-V-Quarterly Interval Plan -Retail Option -Direct Plan -Dividend	85	-
Total - Current investments		727	496
Aggregate amount of unquoted investments		727	496
Aggregate NAV of Mutual Fund Investments		730	497

Note 16 Inventories

(At lower of cost and net realisable value)

Particulars		As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
(a)	Raw materials		
	Coffee	4,123	2,598
	PVC Resin	18	4
	Coir	135	142
		4,276	2,744
(b)	Finished goods		
	Coffee	1,980	616
	Mat and Mattings	45	19
	Rubber	31	52
		2,056	687
(c)	Stock in Trade		
	Mat and Mattings	4	5
		4	5
(d)	Stores and spares	98	79
Total		6,434	3,515

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

Note 17 Trade receivables

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	115	167
Doubtful	85	83
	200	250
Less: Provision for doubtful trade receivables	85	83
	115	167
Other Trade receivables		
Unsecured, considered good	1,486	1,318
Total	1,601	1,485

Note 18 Cash and cash equivalents

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
(a) Cash on hand	6	7
(b) Balances with banks (Refer note 18.1 below)		
(i) In current accounts	337	469
(ii) In EEFC accounts	1	1
(iii) In deposit accounts	11	10
(iv) In earmarked accounts		
- Unclaimed dividend accounts	44	40
- Margin Money Deposit	81	73
- Interest Warrant Account	20	17
- Deposit Receipts Pledged with customs , Sales Tax and Other Government Authorities	2	2
Total	502	619
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 <i>Cash Flow Statements</i> is	344	477

Note 18.1:

(i) include deposits with remaining maturity of more than 12 months from the Balance Sheet date:

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
In Deposit Accounts	6	2

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

Note 19 Short-term loans and advances

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
Unsecured, Considered Good		
(a) Loans and advances to related parties (Refer Note 19.1 below and Note 28.3.b)	41	11
(b) Deposits	161	151
(c) Employee Advances	41	48
(d) Prepaid expenses	53	47
(e) Balances with government authorities		
(i) CENVAT credit receivable	32	24
(ii) VAT Refund receivable	325	146
(iii) Customs/ Port	28	23
(f) Loan to DLF Aspinwal Hotels Private Limited	75	75
(g) Advance to Contractors	94	54
Less : Provision for Doubtful Advances	1	1
	93	53
Total	849	578

Note 19.1 : Include amounts due from Private Company in which Director of the company is a Director:

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
Malabar Coast Marine Services Private Limited	1	-

Note 20 Other current assets

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
(a) Unbilled revenue	10	55
(b) Accruals		
(i) Interest accrued on deposits	27	18
(ii) Focus Product Scheme/Duty Drawback benefits	405	351
(c) Others		
(i) Contractually reimbursable expenses:		
Considered Good	608	770
Considered Doubtful	63	37
	671	807
Less: Provision	63	37
	608	770
(ii) Fixed Assets held for sale (Refer Note 27.5)	1,017	1,026
(iii) Fair Value change in Outstanding Forward Contracts	91	2
(iv) Others	25	7
Total	2,183	2,229

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

Note 21 Revenue from operations

Particulars		For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
(a)	Sale of products (Refer Note 21.1 below)	11,958	12,549
(b)	Sale of services (Refer Note 21.2 below)	6,816	7,187
(c)	Other operating revenues (Refer Note 21.3 below)	662	694
Total		19,436	20,430

Note	Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
21.1	Sale of products comprise :		
	<u>Manufactured goods</u>		
	Rubber	1,899	1,897
	Mat and Mattings	1,468	1,575
	Coffee	8,434	8,915
	Total - Sale of manufactured goods	11,801	12,387
	<u>Traded goods</u>		
	Coffee	156	142
	Mats and Mattings	1	1
	Fertilizers	-	17
	Pesticides and Insecticides	-	2
	Total - Sale of traded goods	157	162
	Total - Sale of products	11,958	12,549
21.2	Sale of services comprise :		
	Logistics	6,731	7,106
	Tourism	85	81
	Total - Sale of services	6,816	7,187
21.3	Other operating revenues comprise:		
	Focus Products Scheme / Duty drawback benefits	539	554
	Despatch Money	88	103
	Weighbridge income	26	29
	Sale of Coffee Husk	6	7
	Others	3	1
	Total - Other operating revenues	662	694

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

Note 22 Other income

	Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
(a)	Interest income (Refer Note 22.1 below)	35	30
(b)	Dividend income:		
	from current investments	48	56
	from long-term investments :		
	subsidiary Company	5	5
	others	*	*
(c)	Net gain on sale of current investments	*	16
(d)	Other non- operating income (Refer Note 22.2 below)	198	469
	Total	286	576

Note	Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
22.1	Interest income comprise:		
	Interest from banks on deposits	11	11
	Interest on Loans and Advances	8	8
	Interest on income tax refund	10	3
	Other interest	6	8
	Total - Interest income	35	30
22.2	Other non-operating income comprise:		
	Rental income	18	21
	Profit on sale of fixed assets	35	35
	Liabilities / provisions no longer required written back	57	207
	Profit on sale of Rubber Trees	20	45
	Sale of Timber	9	3
	Insurance Claim Received	16	3
	Reversal of mark-to-market loss on forward exchange contracts (Net)	-	122
	Exchange Gain (Net)	26	20
	Bad Debts Recovered	*	1
	Miscellaneous Income	17	12
	Total - Other non-operating income	198	469

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

Note 23.a Cost of materials consumed

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
Opening stock	2,744	4,184
Add: Purchases	10,750	7,339
	13,494	11,523
Less: Closing stock	4,276	2,744
Cost of material consumed (Refer Note 27.8)	9,218	8,779
Material consumed comprise:		
PVC Resin	122	124
Coir Yarn and Others	844	789
Coffee	8,252	7,866
Total	9,218	8,779

Note 23.b Purchase of Stock-in-Trade

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
Coffee	150	102
Fertilizers	-	16
Pesticides and Insecticides	-	2
Total	150	120

Note 23.c Changes in inventories of finished goods and Stock in Trade

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
<u>Inventories at the end of the year:</u>		
Finished goods		
Coffee	1,980	616
Rubber	31	52
Mat and Mattings	45	19
Stock-in-Trade		
Mat and Mattings	4	5
Total	2,060	692
<u>Inventories at the beginning of the year:</u>		
Finished goods		
Coffee	616	840
Rubber	52	81
Mat and Mattings	19	54
Stock-in-Trade		
Coffee	-	26
Mat and Mattings	5	7
Total	692	1,008
Net (increase) / decrease	(1,368)	316

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

Note 24 Employee benefits expense

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
Salaries, Wages and Bonus	2,490	2,217
Contributions to provident and other funds	247	303
Staff welfare expenses	169	136
Total	2,906	2,656

Note 25 Finance costs

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
(a) Interest expense on:		
(i) Borrowings	449	441
(ii) Agricultural Income Tax dues	23	40
(iii) Central Income Tax dues	7	1
(iv) Licence Fee to port	33	-
(v) Others	4	1
(b) Other borrowing costs	8	27
Total	524	510

Note 26 Other expenses

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
Consumption of stores and spare parts	292	297
Handling Charges	4,481	4,629
Transportation Charges	795	861
Ocean Freight	56	80
Power and fuel	128	115
Rent	119	109
Repairs and maintenance - Buildings	91	49
Repairs and maintenance - Machinery	41	62
Repairs and maintenance - Others	*	1
Insurance	80	74
Rates and taxes	48	53
Communication	66	67
Travelling and conveyance	276	278
Printing and stationery	36	31
Sales commission	12	12
Donations and contributions (Refer Note 26.1 below)	13	11
Legal and professional	109	135
Payments to auditors (Refer Note 26.2 below)	36	36
Bad trade receivables written off	2	2
{Net of adjustment against provision *₹(Previous Year ₹ 90 Lakhs)}		
Bank Charges	60	49

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

(Continued)

Note 26 Other expenses (Continued)

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
Security and Subcontracting Charges	113	102
Provision for doubtful trade receivables	15	13
Provision for doubtful Contractually Reimbursable Expenses	26	8
Provision for Doubtful Advances	-	1
Advances Written off	11	-
Directors Sitting Fees	10	4
Miscellaneous expenses	151	162
Total	7,067	7,241

Note 26.1 - Donations and Contributions Include donation to political parties:

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
Communist Party of India (Marxist)	1	*
Bharatiya Janata Party	*	*
Communist Party of India	*	-
Indian Union Muslim League	*	*
National Democratic Youth Congress	-	*
Democratic Youth Federation of India	-	*
Muslim Youth League	*	*
Socialist Janatha Democratic Party	*	*
All India Youth Federation	-	*
Indian National Congress	1	*
Nationalist Congress Party	*	*
Total	2	1

Note 26.2 - Payments to Auditors

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
Payments to the auditors comprise (net of service tax input credit, where applicable):		
(a) To statutory auditors		
For audit	19	19
For Tax Audit	4	3
For taxation matters	9	8
For other services	1	1
Reimbursement of expenses	1	2
	34	33
(b) To Cost Auditors		
For Cost Audit	2	2
For Certification Matters	*	1
Reimbursement of expenses	*	*
	2	3
Total	36	36

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014 (Continued)

Note 27 Additional information to the financial statements

Note	Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
27.1	Contingent liabilities and commitments (to the extent not provided for)		
(i)	Contingent liabilities		
	(a) Claims against the Company not acknowledged as debt Interest demand on disputed lease rent payable to Government of Kerala in respect of leasehold land at Fort Kochi	139	-
	(b) Bills discounted	660	435
	(c) Corporate Guarantee given by the company	48	48
	(d) Export obligation under EPCG License/Advance License scheme to be fulfilled. The Company is confident of meeting its obligations under the scheme within the stipulated period.	146	149
	(e) Likely demand of Interest on UNDP loan availed by M/s. Aspinwall Geotech Ltd., wholly owned Subsidiary Company	91	-
	(f) Disputed Tax Demands:		
	(i) Service tax Cases decided in favour of company against which the department has gone for appeal before Hon. Supreme Court	2,053	2,053
	(ii) Service Tax demand under appeal before Customs, Excise and Service Tax Appellate Tribunal (CESTAT) for the period from April 2002 to December, 2006 for remittance of Service tax under Port Services on the full value of turnover as against the Company practice of remitting Service tax after availing abatement @85% under "Customs House Agent" Services (excluding interest and additional penalty, if any).	786	786
	(iii) Service Tax demand under appeal before CESTAT for the period from April 2006 to March 2011 for payment of Service tax on Margin on Goods Transport Business under "Business Auxiliary Services" as against the company's practice of remitting service Tax under Goods Transport Services after availing abatement @75% (excluding interest and additional penalty, if any).	417	417
	(iv) Service Tax demands for the period from April, 2004 to March, 2011, under appeal before CESTAT (excluding interest and additional penalty, if any).	371	371
	(v) Service Tax demands for the Period from April, 2002 to March, 2012, under appeal before the Commissioner (Appeals) (excluding interest and additional penalty, if any).	44	44
	(vi) Kerala Value Added Tax Demand relating to Assessment Year 2007-08 on Sale Consideration of Goodwill to M/s. DLF Aspinwal Hotels Private Limited against which appeal is pending before Deputy Commissioner (Appeals).	49	49
	(vii) Karnataka Value Added Tax demand relating to Assessment Year 2010-11 on purchase of coffee from unregistered dealers against which appeal is pending before Joint Commissioner (Appeals).	14	14
	Note Show cause notices received from Service tax department pending formal demand notices, have not been considered as contingent liabilities (g) The Land Tribunal, Manjeri had passed orders conferring absolute title of the Rubber Estate at Pullangode to the Company. Appeals against this order filed by the Jenmis before the Land Reforms Appellate Authority have also been disposed in favour of the Company and accordingly no adjustment is required in the financial statements in this regard. (h) The Company's writ petition against the order of the Government of Kerala revising the lease rent in respect of the leasehold land at Fort Kochi effective from 13th November, 1995 upto 31st March, 2007, is pending before the Hon'ble High Court of Kerala. Pursuant to interim application filed in the above writ petition by the Company, the High Court has directed the Government to consider the representation regarding lease rent filed by the Company, and take appropriate decision in this regard. Pursuant to this, Government of Kerala has issued an order re affirming the demand for the period upto 31st March 2007. Adequate provision is available in the books for meeting this liability. However, as there has been no specific intimation from the Government of Kerala regarding extension of lease period, no provision for lease has been considered necessary for the period after 31st March, 2007. Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities.		
(ii)	Commitments Estimated amount of contracts remaining to be executed on capital account and not provided for Tangible assets	8	3

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

Note 27 Additional information to the financial statements (contd.)

Note	Particulars		
27.2	Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006		
	Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
	(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	22	24
	(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
	(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
	(iv) The amount of interest due and payable for the year	-	-
	(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
	(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-
	Dues to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		
27.3	Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchanges		
	Loans and advances in the nature of loans given to subsidiaries :		
	Name of the party	Relationship	Amount outstanding as at 31 March, 2014
			Maximum balance outstanding during the year
			₹ in Lakhs
			₹ in Lakhs
	Malabar Coast Marine Services Private Limited	Wholly owned subsidiary	1
		Company	(-)
	Aspinwall Technologies Limited	-do-	-
			(-)
	Aspinwall Geotech Limited	-do-	40
			(11)
	SFS Pharma Logistics Private Limited	-do-	-
			(*)
	Note: Figures in brackets relate to the previous year. Asterisk denotes figures below ₹ 50,000/- Figures in Italics represents Credit Balance		

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

Note 27 Additional information to the financial statements (contd.)

Note 27 Additional information to the financial statements (contd.)

Note	Particulars			
27.4	Details on derivatives instruments and unhedged foreign currency exposures			
	I. The following derivative positions are open as at 31 March, 2014. These transactions have been undertaken to act as economic hedges for the Company's exposures to various risks in foreign exchange markets and may / may not qualify or be designated as hedging instruments. The accounting for these transactions is stated in Notes 2.10 and 2.20.			
	Forward exchange contracts, which are not intended for trading or speculative purposes but for hedge purposes to establish the amount of reporting currency required or available at the settlement date of certain payables and receivables.			
	Outstanding forward exchange contracts entered into by the Company as on 31 March, 2014			
	Currency	Amount in Lakhs	Buy / Sell	Cross currency
	USD	103 (89)	Sell (Sell)	Rupees Rupees
	GBP	* -	Sell NA	Rupees NA
	EURO	1 (1)	Sell (Sell)	Rupees Rupees
	Note: Figures in brackets relate to the previous year			
	II. The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:			
As at 31 March, 2014		As at 31 March, 2013		
Receivable/ (Payable)	Receivable/ (Payable) in Foreign currency	Receivable/ (Payable)	Receivable/ (Payable) in Foreign currency	
₹ in Lakhs	Amount in Lakhs	₹ in Lakhs	Amount in Lakhs	
346 (29)	\$6 (\$ *)	221 (15)	\$4 (\$ *)	
(1)	(GBP *)	-	-	
2	• *	12	• *	
(9)	(• *)	(14)	(• *)	
(2)	(SGD*)	(1)	(SGD *)	
III. The Company has adopted the provisions of Accounting Standard 30 - Financial Instruments - Recognition and measurement issued by the ICAI with respect to Hedge Accounting insofar as it relates to Forward Exchange Contracts that are in essence derivative instruments entered into by the Company to hedge foreign currency risks on firm commitments and highly probable forecast transactions. Pursuant to the adoption of the above policy , the mark to market losses/gains on such forward contracts which are found to be effective, are carried in the Balance Sheet as Hedging Reserve to be reversed into the Statement of Profit and Loss when the underlying transactions that were hedged occurs. As on 31 March, 2014 mark to market gain aggregating to ₹ 91 Lakhs(net) [Previous Year ₹ 2 Lakhs (net)] is carried in the Hedging Reserve.				
27.5	Details of fixed assets held for sale		As at 31 March, 2014	As at 31 March, 2013
			₹ in Lakhs	₹ in Lakhs
	Plantation Land and Development Land		- 1,017	9 1,017
	Total		1,017	1,026
27.6	Value of imports calculated on CIF basis:		For the year ended	For the year ended
			31 March, 2014	31 March, 2013
			₹ in Lakhs	₹ in Lakhs
	Raw materials		20	11
27.7	Expenditure in foreign currency:		For the year ended	For the year ended
			31 March, 2014	31 March, 2013
			₹ in Lakhs	₹ in Lakhs
	Selling Commission		2	6
	Subscription		4	3
	Travelling		28	33
	Trade Fair		17	9
	Seminars and Conferences		2	2
	Export Claims		1	4
	Other matters		34	1

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

Note 27 Additional information to the financial statements (contd.)

Note	Particulars		
27.8	Details of consumption of imported and indigenous items	For the year ended 31 March, 2014	
		₹ in Lakhs	%
	<u>Imported</u>		
	Raw materials	20 (27)	0.22% (0.31%)
	Total	20 (27)	0.22% (0.31%)
	Raw materials	9,198 (8,752)	99.78% (99.69%)
	Spare parts	295 (302)	100% (100%)
	Total	9,493 (9,054)	— —
Note: Figures / percentages in brackets relates to the previous year			
27.9	Earnings in foreign exchange :	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
	Export of goods calculated on FOB basis	9,234	10,056
	Income from Tour Operations	33	8
	Others	-	3
27.10	Amounts remitted in foreign currency during the year on account of dividend:	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	Amount of dividend remitted in foreign currency	Nil	Nil
	Total number of non-resident shareholders (to whom the dividends were remitted in foreign currency)	14	14
	Total number of shares held by them on which dividend was due	46,314	46,314
	Year to which the dividend relates	2013	2012

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

Note 28 Disclosures under Accounting Standards

Note	Particulars																																				
28.1	Employee benefit plans																																				
28.1.a	Defined contribution plans <p>The Company makes Provident Fund, Superannuation Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹ 106 Lakhs (Year ended 31 March, 2013 ₹ 141 Lakhs) for Provident Fund contributions, ₹ 50 Lakhs (Year ended 31 March, 2013 ₹ 34 Lakhs) for Superannuation Fund contributions and ₹ 5 Lakhs (Year ended 31 March, 2013 ₹ 6 Lakhs) for Employee State Insurance Scheme contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes. The Company also makes contribution towards Social Security and Insurance - in the case of a Foreign National employee who employed at Rotterdam. The Company had recognised ₹ 13 Lakhs (Year ended 31 March, 2013 ₹ 9 Lakhs) for Social Security and Insurance Contributions in the Statement of Profit and Loss.</p>																																				
28.1.b	Defined benefit plan <p>The Company offers the Gratuity benefit scheme to its employees</p> <p>The following table sets out the funded status of the defined benefit scheme and the amount recognised in the financial statements:</p> <table> <tr> <th rowspan="2">Particulars</th><th colspan="2">Gratuity</th></tr> <tr> <th>Year ended 31 March, 2014</th><th>Year ended 31 March, 2013</th></tr> <tr> <th></th><th>₹ in Lakhs</th><th>₹ in Lakhs</th></tr> <tr> <td>Components of employer's expense</td><td></td><td></td></tr> <tr> <td>Current service cost</td><td>53</td><td>53</td></tr> <tr> <td>Interest cost</td><td>60</td><td>52</td></tr> <tr> <td>Expected return on plan assets</td><td>(63)</td><td>(57)</td></tr> <tr> <td>Actuarial losses/(gains)</td><td>19</td><td>61</td></tr> <tr> <td>Total expense recognised in the Statement of Profit and Loss</td><td>69</td><td>109</td></tr> <tr> <td>Actual contribution and benefit payments for year</td><td></td><td></td></tr> <tr> <td>Actual benefit payments</td><td>67</td><td>65</td></tr> <tr> <td>Actual contributions</td><td>70</td><td>103</td></tr> </table>		Particulars	Gratuity		Year ended 31 March, 2014	Year ended 31 March, 2013		₹ in Lakhs	₹ in Lakhs	Components of employer's expense			Current service cost	53	53	Interest cost	60	52	Expected return on plan assets	(63)	(57)	Actuarial losses/(gains)	19	61	Total expense recognised in the Statement of Profit and Loss	69	109	Actual contribution and benefit payments for year			Actual benefit payments	67	65	Actual contributions	70	103
Particulars	Gratuity																																				
	Year ended 31 March, 2014	Year ended 31 March, 2013																																			
	₹ in Lakhs	₹ in Lakhs																																			
Components of employer's expense																																					
Current service cost	53	53																																			
Interest cost	60	52																																			
Expected return on plan assets	(63)	(57)																																			
Actuarial losses/(gains)	19	61																																			
Total expense recognised in the Statement of Profit and Loss	69	109																																			
Actual contribution and benefit payments for year																																					
Actual benefit payments	67	65																																			
Actual contributions	70	103																																			

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

Note 28 Disclosures under Accounting Standards (contd.)

Note	Particulars	Gratuity	
		Year ended 31 March, 2014 ₹ in Lakhs	Year ended 31 March, 2013 ₹ in Lakhs
	Net asset / (liability) recognised in the Balance Sheet		
	Present value of defined benefit obligation	841	777
	Fair value of plan assets	847	782
	Funded status [Surplus / (Deficit)]	6	5
	Net asset / (liability) recognised in the Balance Sheet	6	5
	Change in defined benefit obligations (DBO) during the year		
	Present value of DBO at beginning of the year	777	684
	Current service cost	53	53
	Interest cost	60	52
	Actuarial (gains) / losses	18	53
	Benefits paid	(67)	(65)
	Present value of DBO at the end of the year	841	777
	Change in fair value of assets during the year		
	Plan assets at beginning of the year	782	695
	Expected return on plan assets	63	57
	Actual company contributions	70	103
	Actuarial gain / (loss)	(1)	(8)
	Benefits paid	(67)	(65)
	Plan assets at the end of the year	847	782
	Actual return on plan assets	62	49
	Composition of the plan assets is as follows:		
	Government bonds	44%	39%
	Public Sector Unit bonds	46%	52%
	Others	10 %	9%
	Actuarial assumptions		
	Discount rate	9.10%	8.00%
	Expected return on plan assets	8.00%	8.00%
	Salary escalation	8.00%	8.00%
	Attrition		
	Management Staff	12.00%	10.00%
	Non-Management Staff	3.00%	3.00%
	Mortality Tables	IALM (2006-08) (modified) Ult	IALM (2006-08) (modified) Ult
	Estimate of amount of contribution in the immediate next year	163	118

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

Note 28 Disclosures under Accounting Standards (contd.)

Note	Particulars					
	<p>The expected rate of return on plan assets is determined after considering several applicable factors such as the composition of the plan assets, investment strategy, market scenario, etc. In order to protect the capital and optimise returns within acceptable risk parameters, the plan assets are well diversified.</p> <p>The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.</p> <p>The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.</p> <p>Experience adjustments</p>					
		2013-2014	2012-2013	2011-2012	2010-2011	2009-2010
	Gratuity	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
	Present value of DBO	841	777	684	535	503
	Fair value of plan assets	847	782	695	541	504
	Funded status [Surplus / (Deficit)]	6	5	11	6	1
	Experience gain / (loss) adjustments on plan liabilities	(65)	(57)	(96)	(8)	(61)
	Experience gain / (loss) adjustments on plan assets	(1)	(8)	26	(28)	23
	Actuarial assumptions for long-term compensated absences					
		For the year ended 31 March, 2014		For the year ended 31 March, 2013		
	Discount rate	9.10%		8.00%		
	Salary escalation	8.00%		8.00%		
	Attrition	12.00%		10.00%		
	<p>The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.</p> <p>The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, Increments and other relevent factors.</p>					

28.2	<p>Segment Information</p> <p>The Company has identified business segments as its primary segment and geographical segments as its secondary segment. Business segments are Logistics, Coffee and Related activities, Plantation, Natural Fibre Products, IT Enabled Services and Others. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments. Geographical revenues are allocated based on the location of the customer. Geographical segments of the Company are Americas (including Canada and South American countries), Europe, India and Others.</p>
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ASPINWALL & COMPANY LIMITED

Note 28.2 a) Primary Segment Information Notes forming part of the financial statements for the year ended 31 March, 2014

₹ in Lakhs

SEGMENTS	2013 - 2014							2012 - 2013						
	Logistics	Coffee & Related Activities	Plantation	Natural Fibre Products	IT Enabled Services	Others	TOTAL	Logistics	Coffee & Related Activities	Plantation	Natural Fibre Products	IT Enabled Services	Others	TOTAL
1 Segment Revenue	6,845	9,081	1,899	1,526	-	85	19,436	7,239	9,603	1,897	1,610	-	81	20,430
2 Segment Result (before unallocated income/expense)	(178)	1,179	783	(112)	(1)	8	1,679	293	711	790	(14)	(2)	4	1,782
Unallocated Expense (net of other Income)							456							424
Operating Profit before Interest , Prior Period and Exceptional Items							1,223							1,358
Interest Income							35							30
Finance Costs							524							510
Net Profit Before Tax							734							878
Tax Expense							396							401
3 Profit After Tax							338							477
4 Other Information														
a) Segment Assets	4,213	7,441	1,134	830	4	20	13,642	4,487	4,362	1,135	764	5	17	10,770
Unallocated corporate assets							4,440							4,021
Total Assets							18,082							14,791
b) Segment Liabilities	1,579	2,656	603	208	-	7	5,053	1,337	721	555	115	-	6	2,734
Unallocated corporate liabilities							2,744							2,017
Total Liabilities							7,797							4,751
c) Capital Expenditure	120	5	141	22	-	-	288	53	37	69	25	-	-	184
Unallocated corporate capital expenditure							49							1,236
Total capital expenditure							337							1,420
d) Depreciation / Amortisation	313	18	84	55	1	-	471	328	18	86	55	2	-	489
Unallocated Depreciation/Amortisation on corporate assets							20							17
Total Depreciation/Amortisation							491							506
e) Non-cash Expenditure other than Depreciation	41	-	-	14	-	-	55	24	-	-	-	-	-	24
Unallocated non-cash expenditure other than depreciation							-							-
Total Non-cash expenditure other than Depreciation							55							24

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

Note 28 Disclosures under Accounting Standards (Contd.)

Note 28.2.b Secondary Segment Information (Geographical Segments)

The Company has exported Coffee and coir products during the year. Information regarding Geographical segments is given below:

	Particulars	2013-14	2012-13
		₹ in Lakhs	₹ in Lakhs
1	Segment Revenue		
	Americas (including Canada and South American countries)	1,075	1,222
	Europe	7,293	7,779
	India	10,146	10,290
	Others	922	1,139
	Segment Revenue	19,436	20,430
2	Segment Assets		
	Americas (including Canada and South American countries)	27	26
	Europe	445	353
	India	17,604	14,337
	Others	6	75
	Segment Assets	18,082	14,791
3	Capital Expenditure		
	Americas (including Canada and South American countries)	-	-
	Europe	-	1
	India	337	1,419
	Others	-	-
	Total Capital Expenditure	337	1,420

Note 28.3 Related party transactions

Note	Particulars	
28.3.a	Details of related parties:	
	Description of relationship	Names of related parties
	Subsidiaries	a) Aspinwall Technologies Limited b) Malabar Coast Marine Services Private Limited c) Aspinwall Geotech Limited d) SFS Pharma Logistics Private Limited
	Enterprises having substantial interest in voting power	Narayanan Investment Trust Private Limited
	Entities having significant influence	Kumari Investment Corporation Private Limited
	Key Management Personnel (KMP)	Mr.Rama Varma - Managing Director
	Relatives of KMP	a) H H Gouri Parvathi Bayi, Sister b) Mr. C R R Varma, Sister's Husband c) H H Gouri Lakshmi Bayi, Sister d) Dr (Mrs.) Girija Varma, Spouse
	Note: Related parties have been identified by the Management and relied upon by the auditors.	

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

Note 28 Disclosures under Accounting Standards (Contd)

28.3.b	Disclosure of Transactions and Status of Outstanding Balances as on 31st March 2014			
	Transaction	Related Party	For the year ended 31 March, 2014	For the year ended 31 March, 2013
			₹ in Lakhs	₹ in Lakhs
1	Software Expenses	Aspinwall Technologies Limited	7	21
2	Receiving of Services	Malabar Coast Marine Services Private Limited	2	18
3	Rent Payments	Mr. Rama Varma	11	10
4	Advances Given	Aspinwall Technologies Limited	-	4
		Aspinwall Geotech Limited	50	4
5	Payments Received	Malabar Coast Marine Services Private Limited	188	95
		SFS Pharma Logistics Private Limited	47	27
		Aspinwall Technologies Limited	1	-
		Aspinwall Geotech Limited	51	5
6	Advances Written off	Aspinwall Geotech Limited	11	-
7	Dividend Received	Malabar Coast Marine Services Private Limited	5	5
8	Dividend Paid	Narayanan Investment Trust Private Limited	38	43
		Kumari Investment Corporation Private Limited	10	11
		Mr. Rama Varma	26	29
		H H Gouri Parvathi Bayi	24	26
		H H Gouri Lakshmi Bayi	1	2
		Mr. C R R Varma	1	1
		Dr. (Mrs.) Girija Varma	*	*
9	Interest Paid	Mr. C R R Varma	*	*
		Dr. (Mrs.) Girija Varma	1	1
10	Remuneration to Key Management Personal @	Mr. Rama Varma	44	44
11	Sale of Services	SFS Pharma Logistics Private Limited	1	1
		Malabar Coast Marine Services Private Limited	122	9
12	Recoverable Expenses	Malabar Coast Marine Services Private Limited	61	88
		SFS Pharma Logistics Private Ltd	46	23
		Aspinwall Technologies Limited	4	-
		Aspinwall Geotech Limited	1	1
13	Public Deposits Renewed	Dr. (Mrs.) Girija Varma	6	6
14	Directors Sitting Fee	Mr. C R R Varma	2	1
15	Repayment of dues to Subsidiary Companies	Aspinwall Technologies Limited	4	17
		Malabar Coast Marine Services Private Limited	8	14
16	Loan Given	Aspinwall Geotech Limited	40	-
17	Investment made in Subsidiary #	SFS Pharma Logistics Private Ltd	-	61
	Balance at Year end:			
	i) Short-term Loans and Advances	Aspinwall Geotech Limited	40	11
		SFS Pharma Logistics Private Ltd	-	-
		Malabar Coast Marine Services Private Limited	1	-
	ii) Public Deposits	Mr. C R R Varma	3	3
		Dr. (Mrs.) Girija Varma	6	6
	iii) Other Current Liabilities	SFS Pharma Logistics Private Ltd	-	*
	iv) Corporate Guarantee Given	Aspinwall Geotech Limited	48	48
	v) Trade Receivables	SFS Pharma Logistics Private Ltd	*	-
	vi) Other current Assets	SFS Pharma Logistics Private Ltd	*	-
	vii) Non-Current Investments	Aspinwall Technologies Limited	16	16
	(Net of Provision for diminution in value)	Aspinwall Geotech Limited	-	-
		SFS Pharma Logistics Private Limited	100	100
		Malabar Coast Marine Services Private Limited	1	1

@ Does not include provision for Gratuity as the actuarial valuation certificate is for the company as a whole.

Asterisk denotes figures below ₹ 50,000/-

includes Current Year - Nil (Previous Year - 5000 Equity Shares of ₹ 10/- each purchased from Mr. Rama Varma - ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 March, 2014

Note 28 Disclosures under Accounting Standards (contd.)

Note	Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
28.4	Earnings per share Net profit for the year attributable to the equity shareholders (₹ in Lakhs) Weighted average number of equity shares (Nos) Par value per share (₹) Earning per share - Basic/Diluted (₹)	 338 7,818,288 10 4.32	 477 7,818,288 10 6.10
Note	Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
28.5	Deferred tax assets / (liability) <u>Tax effect of items constituting deferred tax assets</u> Provision for Compensated absences Provision for doubtful Trade Receivables Disallowances under Section 43B of the Income Tax Act, 1961 On difference between book balance and tax balance of fixed assets Others <u>Tax effect of items constituting deferred tax assets</u> <u>Tax effect of items constituting deferred tax liabilities</u> On difference between book balance and tax balance of fixed assets Tax effect of items constituting deferred tax liabilities Net deferred tax asset	 68 48 42 41 216 415 - - 415	 59 39 48 - 207 353 * * 353

Note	Particulars				
28.6	The Company has made provision for various contractual obligations and disputed liabilities based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below:				
	Particulars	As at 1 April, 2013	Additions	Utilisation	As at 31 March, 2014
		₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
	Provision for contingencies	525 (525)	- (-)	- (-)	525 (525)
	Provision for Licence Fee	- (-)	115 (-)	- (-)	115 (-)
	Total	525 (525)	115 (-)	- (-)	640 (525)
	Note: - Figures in brackets relate to the previous year. Of the above, Amount expected to be incurred within a year: ₹ 115 Lakhs (Previous Year : Nil)				

Note 29 Previous year's figures

Note	Particulars
29.1	Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board of Directors

RAMA VARMA
Managing Director
DIN 00031890

T. R. RADHAKRISHNAN
Chief Financial Officer

P. K. SASIDHARAN
Director
DIN 01464454

K.S. SMITHA
Company Secretary

Kochi,
28th May, 2014.

INDEPENDENT AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF ASPINWALL AND COMPANY LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **ASPINWALL AND COMPANY LIMITED** (the “Company”) and its subsidiaries (the Company and its subsidiaries constitute “the Group”), which comprise the Consolidated Balance Sheet as at 31st March, 2014, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management’s Responsibility for the Consolidated Financial Statements

The Company’s Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors’ Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company’s preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on the financial statements of the subsidiaries referred to below in the Other Matter paragraph, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at 31st March, 2014;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matter

We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets (net) of ₹530 Lakhs as at 31st March, 2014, total revenues of ₹706 Lakhs and net cash outflows amounting to ₹84 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

Our opinion is not qualified in respect of this matter.

**FOR DELOITTE HASKINS & SELLS
CHARTERED ACCOUNTANTS**

Registration Number : 008072S

Sd/-

M. K. Ananthanarayanan

Partner

Kochi,

28th May, 2014.

MEMBERSHIP NO : 19521

ASPINWALL AND COMPANY LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2014

Particulars	Note No.	As at 31 March, 2014	As at 31 March, 2013
		₹ in Lakhs	₹ in Lakhs
A. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	3	782	782
(b) Reserves and Surplus	4	9,782	9,399
		10,564	10,181
2 Non-current Liabilities			
(a) Long-term borrowings	5	48	942
(b) Long-term Provisions	6	531	530
		579	1,472
3 Current Liabilities			
(a) Short-term borrowings	7	3,007	1,039
(b) Trade payables	8	1,358	1,064
(c) Other Current Liabilities	9	2,307	897
(d) Short-term provisions	10	666	542
		7,338	3,542
TOTAL		18,481	15,195
B. ASSETS			
1 Non-Current Assets			
(a) Fixed assets	11		
(i) Tangible Assets		5,066	5,233
(ii) Capital Work-in-progress		4	3
		5,070	5,236
(b) Non-current Investments	12	6	6
(c) Deferred Tax Assets (net)	28.5	418	357
(d) Long-term loans and advances	13	165	153
(e) Other Non-Current Assets	14	46	37
		635	553
2 Current Assets			
(a) Current Investments	15	1,035	722
(b) Inventories	16	6,439	3,519
(c) Trade Receivables	17	1,682	1,531
(d) Cash and Cash Equivalents	18	585	818
(e) Short-term Loans and Advances	19	848	583
(f) Other Current Assets	20	2,187	2,233
		12,776	9,406
TOTAL		18,481	15,195
See Accompanying notes forming part of the consolidated financial statements			

In terms of our Report attached

For and on behalf of the Board of Directors

For Deloitte Haskins & Sells
Chartered Accountants

RAMA VARMA
Managing Director
DIN 00031890

P. K. SASIDHARAN
Director
DIN 01464454

M. K. ANANTHANARAYANAN
Partner

T. R. RADHAKRISHNAN
Chief Financial Officer

K.S. SMITHA
Company Secretary

Place : Kochi,
Date : 28th May, 2014.

Place : Kochi,
Date : 28th May, 2014.

ASPINWALL AND COMPANY LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2014

Particulars	Note No.	For the Year ended 31 March 2014	For the Year ended 31 March 2013
		₹ in Lakhs	₹ in Lakhs
1 Revenue from Operations	21	19,959	20,826
2 Other Income	22	397	592
3 Total Revenue (1+2)		20,356	21,418
4 Expenses			
(a) Cost of Materials Consumed	23.a	9,218	8,779
(b) Purchases of Stock-in-Trade	23.b	150	120
(c) Changes in Inventories of Finished Goods and Stock-in-Trade	23.c	(1,368)	316
(d) Employee benefits expense	24	2,955	2,743
(e) Finance Costs	25	524	510
(f) Depreciation and Amortisation Expense	11	492	508
(g) Other Expenses	26	7,460	7,486
Total Expenses		19,431	20,462
5 PROFIT BEFORE TAX (3-4)		925	956
6 Tax Expense			
(a) Current Tax for : Current Year		421	409
Prior Years		88	22
(d) Deferred Tax		(61)	3
Net Tax Expense		448	434
7 Profit for the year (5-6)		477	522
Earnings per share [EPS] (of ₹ 10/- each) Basic and diluted EPS (₹)	28.4	6.10	6.68
See Accompanying Notes forming part of the consolidated Financial Statements			

In terms of our Report attached

For and on behalf of the Board of Directors

For Deloitte Haskins & Sells
Chartered Accountants

RAMA VARMA
Managing Director
DIN 00031890

P. K. SASIDHARAN
Director
DIN 01464454

M. K. ANANTHANARAYANAN
Partner

T. R. RADHAKRISHNAN
Chief Financial Officer

K.S. SMITHA
Company Secretary

Place : Kochi,
Date : 28th May, 2014.

Place : Kochi,
Date : 28th May, 2014.

ASPINWALL AND COMPANY LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2014

Particulars	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit before Tax		925		956
Adjustments for				
Depreciation / Amortisation expense	492		508	
Profit on sale of Fixed Assets	(35)		(35)	
Profit on sale of Rubber Trees	(20)		(45)	
Finance Costs	524		510	
Interest Income	(42)		(36)	
Dividend Income	(50)		(57)	
Net Gain on sale of Investments	(4)		(28)	
Rental Income from Operating Leases	(18)		(21)	
Reversal of mark-to-market loss on forward exchange contracts (Net)	-		(122)	
Liabilities / Provisions no longer required written back:				
Unclaimed credit balances	(108)		(110)	
Provision for Expenses	(37)		(59)	
Provision for doubtful Contractually Reimbursable Expenses	(1)		(*)	
Provision for doubtful trade and other receivables	(14)		(38)	
Bad Trade Receivables Written off	2		2	
Advances Written off	11		-	
Provision for Duobtful Trade and Other Receivables, Loans and Advances:				
Provision for Doubtful Trade Receivables	15		13	
Provision for doubtful Contractually Reimbursable Expenses	26		8	
Provision for Doubtful Advances	-		1	
Net unrealised exchange (Gain)/Loss	6		(3)	
		747		488
Operating Profit before Working Capital Changes		1,672		1,444
Changes in Working Capital:				
Adjustments for (increase)/decrease in operating assets:				
Inventories	(2,920)		1,722	
Trade Receivables	(160)		526	
Short Term Loans and Advances	(265)		159	
Long Term Loans and Advances	(14)		42	
Other Current Assets	107		(102)	

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2014

(Continued)

Particulars	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
Adjustments for increase/(decrease) in operating Liabilities:				
Trade Payables	227		(160)	
Other Current Liabilities	69		(195)	
Long-term Provisions	1		2	
Short-term Provisions	120		77	
		(2,835)		2,071
Cash Generated from Operations		(1,163)		3,515
Net Income Tax (Paid)		(493)		(571)
Net Cash flow from/(used in) Operating Activities (A)		(1,656)		2,944
B. Cash Flow from Investing Activities				
Capital expenditure on fixed assets, including capital advances	(337)		(1,422)	
Proceeds from sale of fixed assets	48		58	
Proceeds from sale of Rubber Trees	29		65	
Advance received towards Sale of Land	550		50	
Increase in Earmarked Bank balances not considered as Cash and cash equivalents	(7)		(8)	
Bank Deposits not considered as Cash and cash equivalents				
- Placed	-		(49)	
- Matured	62		-	
Current investments not considered as Cash and cash equivalents				
- Purchased	(921)		(1,405)	
- Proceeds from sale	613		2,387	
Proceeds from sale of long-term investments	*		*	
Interest received	34		29	
Dividend received				
- Others	50		57	
Rental income from operating leases	18		21	
		139		(217)
Net Cash flow from / (used in) Investing Activities (B)		139		(217)
C. Cash flow from Financing Activities				
Acquisition of Shares of Minority Shareholders	-		(1)	
Proceeds from Long Term Borrowings	182		246	
Repayment of Long Term Borrowings	(91)		(73)	
Proceeds from Short-Term borrowings				
- Public Deposits	78		70	
- Others (net)	1,940		-	
Repayment of Short - term borrowings				
- Public Deposits	(53)		(27)	
- Others (net)	-		(2,014)	
Finance costs	(506)		(479)	
Dividends Paid	(172)		(192)	
Tax on Dividend	(30)	1,348	(32)	(2,502)
Net Cash flow from/(used in) Financing Activities (C)		1,348		(2,502)

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2014

(Continued)

Particulars	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		(169)		225
Cash and Cash Equivalents at the beginning of the year		563		338
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		(*)		*
Cash and Cash Equivalents at the end of the year		394		563
Reconciliation of Cash and cash equivalents with the Consolidated Balance Sheet				
Cash and cash equivalents (Refer Note 18)		585		818
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements				
(i) In Deposit accounts - original maturity more than 3 months		44		123
(ii) In earmarked accounts (Refer Note below)				
- Unclaimed dividend accounts		44		40
- Margin Money Deposit		81		73
- Interest Warrant Account		20		17
- Deposit Receipts pledged with Customs, Sales Tax and other Government Authorities		2		2
Net Cash and cash equivalents at the end of the year #		394		563
# Comprises				
(a) Cash on hand		7		7
(b) Balances with banks				
(i) In current accounts		386		555
(ii) In EEFC Accounts		1		1
		394		563

Note:

These earmarked account balances with banks can be utilised only for the specific identified purposes

See Accompanying Notes forming part of the consolidated Financial Statements

In terms of our Report attached

For Deloitte Haskins & Sells
Chartered Accountants

M. K. ANANTHANARAYANAN
Partner

Place : Kochi,
Date : 28th May, 2014.

For and on behalf of the Board of Directors

RAMA VARMA
Managing Director
DIN 00031890

T. R. RADHAKRISHNAN
Chief Financial Officer

Place : Kochi,
Date : 28th May, 2014.

P. K. SASIDHARAN
Director
DIN 01464454

K.S. SMITHA
Company Secretary

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

Note	Particulars
-------------	--------------------

1	Corporate information
----------	------------------------------

The consolidated financial statements relate to Aspinwall and Company Limited (the Company) and its Subsidiary Companies. The Company and its Subsidiaries constitute "the Group".

The Group provides diversified business activities comprising Logistics Services across India, Rubber Plantation, Natural Fibre Products, Coffee Processing and Trading, Tours and Information Technology. The Group caters to both domestic and international markets.

2	Basis of Consolidation and Significant accounting policies
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2.1	Basis of Accounting and preparation of Consolidated financial statements
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The consolidated financial statements of the Group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956 ("the 1956 Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 ("the 2013 Act") in terms of General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the 1956 Act / 2013 Act, as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

2.2	Principles of consolidation
------------	------------------------------------

The consolidated financial statements relate to the Company and its subsidiary companies. The consolidated financial statements have been prepared on the following basis:

- i) The financial statements of the subsidiary companies used in the consolidation are drawn upto the same reporting date as that of the Company i.e., 31 March, 2014.
- ii) The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.
- iii) The excess of cost to the Group of its investments in the subsidiary companies over its share of equity of the subsidiary companies, at the dates on which the investments in the subsidiary companies were made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis. On the other hand, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus', in the consolidated financial statements.
- iv) Minority Interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiaries attributable to minority interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Company.

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

- v) Following subsidiary companies have been considered in the preparation of the consolidated financial statements :

Name of the entity	Relationship	Country of Incorporation	Ownership held by	% of Holding and voting power either directly or indirectly through subsidiary as at	
				31 March, 2014	31 March, 2013
Aspinwall Geotech Limited	Wholly owned Subsidiary Company	India	Aspinwall and Company Limited	100	100
Aspinwall Technologies Limited	– do –	– do –	– do –	– do –	– do –
Malabar Coast Marine Services Private Limited	– do –	– do –	– do –	– do –	– do –
SFS Pharma Logistics Private Limited	– do –	– do –	– do –	– do –	– do –

- vi) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.
- vii) In respect of a wholly owned Subsidiary Company viz. Aspinwall Geotech Limited, the project has not achieved commercial viability as in spite of best efforts made by the Subsidiary Company, response from the market was not encouraging. Consequently the research and development activities had to be discontinued. The critical machineries were also damaged / destroyed in a fire accident during December 2002. In these circumstances the Board of Directors was forced to decide not to pursue the project. The Financial Statements are therefore not prepared on going concern basis, but on the basis of estimated net realisable value / settlement required and in accordance with the applicable Accounting Standards.

2.3 Use of Estimates

The preparation of the consolidated financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the Consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.4 Inventories

Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost is determined on the following basis:

Particulars	Method of Valuation
Coffee bought from Registered Dealers	Specific Identification Basis
Raw Materials, Stores & Spare parts and Trading Goods	Weighted Average Basis

Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Finished goods include appropriate proportion of overheads.

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

(Continued)

2.5 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition) that are readily convertible into known amounts of cash.

2.6 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

2.7 Depreciation and amortisation

Depreciation on Fixed Assets is provided on straight line basis at the following rates, which are higher than the rates prescribed under Schedule XIV of the Companies Act, 1956:

Tangible Assets	2013 - 2014	2012 - 2013
Buildings	5 % / 10 %	5 % / 10 %
Plant and Equipments	10% / 33.33%	10% / 33.33%
Office Equipments	10% / 25% / 33.33%	10% / 25% / 33.33%
Furniture and Fixtures	10% / 15%	10% / 15%
Vehicles - Motor Cars	20%	20%
- Motor Lorries	25%	25%
- Trailers and Motor Cycles	15 %	15 %

Assets costing ₹ 5,000/- or less each are fully depreciated in the year of capitalisation.

Depreciation on additions during the year is provided for the full year, irrespective of the date of addition.

In respect of Plantation Division, the life of rubber trees is estimated at 25 years from the date of planting and the cost of these trees is amortised over the yielding period from the year in which the tapping is commenced which is normally from 7th year of plantation.

2.8 Revenue recognition

Sale of goods

Domestic Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales include excise duty but exclude sales tax and value added tax. Export sales are recognised when goods are boarded to vessel.

Income from services

Income from Services such as Clearing and Forwarding, Shipping and Liner Agencies are accounted on the completion of jobs, partly or fully.

Rubber Tree sales

Revenue from sale of non-yielding Rubber trees is recognised on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the felling and removal the trees from the estate and realisation of the proceeds. In case when slaughter tapping is allowed to be carried out by the buyer the sale of trees are recognised when sale consideration is received.

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

(Continued)

2.9 Other income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

2.10 Fixed Asstes (Tangible / InTangible)

Fixed assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Replanting expenses of Rubber and Minor crops are capitalized under Plantation Land and Development. Subsequent expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident.

Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately.

Capital work-in-progress:

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, Comprising direct cost, related incidental expenses and attributable interest.

2.11 Foreign currency transactions and translations

Initial recognition

- i) Company: Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.
- ii) Integral foreign operations: Transactions in foreign currencies entered into by the Company's integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Measurement at the Balance Sheet date

- i) Company: Foreign currency monetary items of the Company outstanding at the Balance Sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.
- ii) Integral foreign operations: Foreign currency monetary items of the Company's integral foreign operations outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company's integral foreign operations are carried at historical cost.

2.12 Subsidies and export incentives

- i) Rubber Board Subsidy
Subsidy received from Rubber Board against cost of Fixed Assets is adjusted against cost of respective assets.
- ii) Export Incentives
The export incentive in the form of Focus Products Scheme/Duty drawback is recognised as income on export based on eligibility and when there is no uncertainty in receiving the same.

2.13 Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

(Continued)

2.14 Employee benefits

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund and compensated absences.

Defined contribution plans

The Company's contribution to Government provident fund, superannuation fund, employee state insurance scheme, Social Security and insurance in the case of foreign national employee are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

In the case of subsidiary companies contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Consolidated Statement of Profit and Loss in the period in which they occur. The retirement benefit obligation recognised in the Consolidated Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

In case of subsidiaries companies, the liability for Gratuity to employees at the Balance Sheet date is determined on the basis of actuarial valuation using Projected Unit Credit method and provided for.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under :

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur or when employees encash the leave whichever is earlier.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.

2.15 Segment reporting

The Group identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

(Continued)

Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

2.16 Operating Lease

a) Where the Group is Lessor

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the Consolidated Statement of Profit and Loss as per the lease term. Costs, including depreciation, are recognized as an expense in the Consolidated Statement of Profit and Loss.

b) Where the Group is Lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss as per the lease terms.

2.17 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

2.18 Taxes on income

Current tax is determined on the basis of taxable income and tax credits computed for each of the entities in the Group in accordance with the provisions of applicable tax laws of the respective jurisdictions where the entities are located.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the entity will pay normal income tax. Accordingly, MAT is recognised as an asset in the Consolidated Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the entity.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the entity has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

The Group offsets deferred tax assets and deferred tax liabilities, and advance income tax and provision for tax, if it has a legally enforceable right and these relate to taxes in income levied by the same governing taxation laws.

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014
(Continued)

2.19 Impairment of assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Consolidated Statement of Profit and Loss.

2.20 Provisions and contingencies

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the Consolidated financial statements.

2.21 Hedge Accounting

The Group uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecast transactions. The Group designates such forward contracts in a cash flow hedging relationship by applying the hedge accounting principles set out in AS 30 Financial Instruments: Recognition and Measurement issued by the ICAI. These forward contracts are stated at fair value at each reporting date. Changes in the fair value of these forward contracts that are designated and effective as hedges of future cash flows are recognised directly in "Hedging Reserve Account" under Reserves and Surplus, and the ineffective portion is recognised immediately in the Consolidated Statement of Profit and Loss. Amounts accumulated in the "Hedging Reserve Account" are reclassified to the Consolidated Statement of Profit and Loss in the same periods during which the forecasted transaction affects profit or loss. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. For forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in "Hedging Reserve Account" is retained until the forecasted transaction occurs. If the forecasted transaction is no longer expected to occur, the net cumulative gain or loss recognised in "Hedging reserve account" is immediately transferred to the Consolidated Statement of Profit and Loss.

2.22 Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

2.23 Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.

2.24 Operating Cycle

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014
(Continued)

Note 3 Share capital

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares	₹ in Lakhs	Number of shares	₹ in Lakhs
(a) Authorised: Equity shares of ₹ 10 each	25,000,000	2,500	25,000,000	2,500
(b) Issued, Subscribed and Paid-up Capital: Equity shares of ₹ 10 each fully paid up	7,818,288	782	7,818,288	782

3.1 Terms/Rights attached to the Equity Shares:

The Company has only one class of Equity Shares having a par value of ₹10/- per share. Each holder of the Equity Shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31 March, 2014, the amount of per share dividend recognised as distributions to equity shareholders is ₹ 2/- (Previous year ₹ 2.25).

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

3.2 Details of shares held by each shareholder holding more than 5% shares:

Name of the Shareholder	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares held	% of holding	Number of shares held	% of holding
M/s. Narayanan Investment Trust Pvt Ltd	1,705,884	21.82	1,705,884	21.82
Her Highness Gouri Parvathi Bayi	1,044,992	13.37	1,044,992	13.37
Mr. Rama Varma	1,165,344	14.91	1,165,344	14.91
M/s Kumari Investment Corporation Pvt Ltd	459,136	5.87	459,136	5.87

3.3 Aggregate number of Bonus shares issued during the period of five years immediately preceeding the reporting date:

Particulars	Aggregate number of shares	
	As at 31, March 2014	As at 31, March 2013
Equity Shares of ₹ 10 each allotted as fully paid up by way of Bonus Shares through the capitalisation of Reserves during the year 2008 - 09	3,909,144	3,909,144

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

(Continued)

Note 4 Reserves and surplus

Particulars	As at 31 March 2014 ₹ in Lakhs	As at 31 March 2013 ₹ in Lakhs
(a) Capital reserve	49	49
(b) General reserve:		
Opening balance	9,112	8,802
Add: Transferred from surplus in Consolidated Statement of Profit and Loss	220	310
Closing balance	9,332	9,112
(c) Investment subsidy reserve	15	15
(d) Hedging Reserve		
Effect of Foreign exchange rate variations on hedging instruments outstanding at the end of the year (Refer Note 27.2(III))	91	2
(e) Capital Reserve on Consolidation	25	25
(f) Surplus in Consolidated Statement of Profit and Loss		
Opening balance	196	190
Add: Profit for the year	477	522
Share of Loss of Minority shareholders	-	(*)
Less: Appropriations		
Proposed dividend @ ₹ 2/- (Previous Year ₹ 2.25) per Equity Share	156	176
Tax on proposed dividend	27	30
Transferred to General reserve	220	310
Net Surplus in the Consolidated Statement of Profit and Loss	270	196
Total	9,782	9,399

Note 5 Long-term Borrowings

Particulars	As at 31 March 2014 ₹ in Lakhs	As at 31 March 2013 ₹ in Lakhs
Unsecured		
(a) Public Deposits : (Refer Note 5.1 below)		
(i) from Related Parties	-	3
(ii) from Others	-	705
(b) From ICICI Bank Limited - Under Techno Economic Feasibility Study Scheme	-	11
(c) From United Nations Development Programme	48	48
(d) From Technology information forecasting and assessment council	-	175
Total	48	942

Note 5.1

Public Deposits from related parties and others carry interest rate between 10% - 12% (Previous Year 9.5% - 12%) per annum and are repayable within a period of one year from the date of commencement of the Companies Act, 2013 or due date for payments whichever is earlier. Hence deposits outstanding as on 31 March, 2014 have been disclosed under other current liabilities (Note 9(a))

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

(Continued)

Note 6 Long-term Provisions

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
Provision for employee benefits :		
(i) Gratuity	4	3
(ii) Compensated absences	2	2
Provisions for Contingencies (Refer Note 28.6)	525	525
Total	531	530

Note 7 Short-term borrowings

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
Secured		
(a) Bank Overdraft (Refer Note 7.1 below)	265	171
(b) Packing Credit loan from banks		
Syndicate Bank (Refer Notes 7.1 below)	2,457	694
State Bank of India (Refer Note 7.2 below)	83	-
Unsecured		
(a) Public Deposits (Refer Note 7.3 below)		
(i) from Related Parties	6	6
(ii) from Others	196	168
Total	3,007	1,039

Note 7.1

The Bank Overdraft and Packing Credit Loan from Syndicate Bank are secured by way of Hypothecation and first charge on all Raw materials, Finished Goods, Stock in Trade and Stores (Including goods for Export) of Coffee division at Mangalore and Book Debts not older than 120 days of the Company. Further secured by Hypothecation of Plant and Machinery of Coffee and Logistics Division at Mangalore, Equitable Mortgage of Land and Buildings in Sy. No. 129/1, 129/1A, 73/2B at Padavu and Maroli Village, Mangalore and Equitable Mortgage of Land and building in Sy. No. 1265/1, 1265/2, 1266/1, 1266/2, 1259B/2, 1260/2B, 1261/2B in Meelavittam Village at Tuticorin.

Bank Overdraft is repayable on demand and carry interest rate @ 12.50% (Previous Year 12.75%) per annum. Packing Credit Loan is repayable within a period of 270 days from the date of avilment of loan and carry interest rate @ 8.50% (Previous Year 9.75%) per annum.

Note 7.2

Packing Credit loan from State Bank of India is Secured by Hypothecation of Stock and receivables of Natural Fibre Division. These loans are repayable within a period of 270 days from the date of avilment of loan and carry interest rate @ 7.45 % (Previous Year 7.75 %) per annum.

Note 7.3

Public Deposits from related parties and others carry interest rate @ 11% (Previous Year 11%) per annum and are repayable within a period of 1 year from the respective date of deposit.

Note 8 Trade payables

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
Trade payables	1,358	1,064
Total	1,358	1,064

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

(Continued)

Note 9 Other current liabilities

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
(a) Current maturities of Public Deposits (Unsecured) #	1,034	236
(b) Interest accrued but not due on borrowings	97	82
(c) Interest accrued and due on borrowings	20	17
(d) Unclaimed dividends	44	40
(e) Unclaimed matured deposits and interest accrued thereon	4	6
(f) Other payables		
(i) Statutory remittances	54	48
(ii) Payables on purchase of fixed assets	5	5
(iii) Contractually reimbursable expenses/liabilities	319	333
(iv) Trade / security deposits received	24	12
(v) Advances from customers	106	68
(vi) Due to a director	*	*
(vii) Advances received towards sale of Land	600	50
(viii) Others	*	-
Total	2,307	897

Includes due to Related Party ₹ 3 Lakhs (Previous Year: Nil).

Note 10 Short-term provisions

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
(a) Provision for employee benefits:		
Provision for compensated absences	213	188
Provision for Employees' Provident Fund	1	21
(b) Provision - Others:		
(i) Provision for tax {net of advance tax ₹ 2,522 Lakhs (As at 31 March, 2013 ₹ 2,251 Lakhs)}	138	110
(ii) Provision for proposed equity dividend	156	176
(iii) Provision for tax on proposed equity dividend	27	31
(iv) Provision for Wealth tax [net of advance tax ₹ 42 Lakhs (As at 31 March, 2013 ₹ 42 Lakhs)]	15	15
(v) Provision Others		
a. Provision for Licence fee to Port (Refer Note 28.6)	115	-
b. Others	1	1
Total	666	542

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014
(Continued)

Note 11 Fixed Assets

TANGIBLE ASSETS	Gross Block				Accumulated Depreciation and impairment				Net Block	
	Balance as at 1 April, 2013	Additions	Disposals/ Adjustments	Balance as at 31 March 2014	Balance as at 1 April, 2013	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31 March, 2014	Balance as at 31 March, 2014	Balance as at 31 March, 2013
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
(a) Land										
Freehold	2,337 (1,110)	- (1,227)	- -	2,337 (2,337)	- -	- -	- -	- -	2,337 (2,337)	2,337 (1,110)
Plantation Land and Development	1,178 (1,124)	105 (54)	- -	1,283 (1,178)	309 (251)	53 (58)	- -	362 (309)	921 (869)	869 (873)
(b) Buildings (Refer Notes 11.1 and 11.2)	2,527 (2,525)	8 (5)	1 (3)	2,534 (2,527)	1251 (1,030)	225 (224)	1 (3)	1,475 (1,251)	1,059 (1,276)	1,276 (1,495)
(c) Plant and Equipments-Owned (Refer Note 11.3)	1,387 (1,320)	44 (86)	33 @ (19)	1,398 (1,387)	832 (736)	106 (109)	30 (13)	908 (832)	490 (555)	555 (584)
(d) Office equipments-Owned (Refer Note 11.3)	444 (432)	15 (16)	146 (4)	313 (444)	394 (378)	20 (20)	145 (4)	269 (394)	44 (50)	50 (54)
(e) Furniture and Fixtures-Owned	157 (153)	* (4)	11 -	146 (157)	124 (116)	6 (8)	11 -	119 (124)	27 (33)	33 (37)
(f) Vehicles-Owned	490 (468)	168 (68)	115 (46)	543 (490)	377 (334)	82 (89)	104 (46)	355 (377)	188 (113)	113 (134)
Total	8,520 (7,132)	340 (1,460)	306 (72)	8,554 (8,520)	3,287 (2,845)	492 (508)	291 (66)	3,488 (3,287)	5,066 (5,233)	5,233 (4,287)
Capital Work In Progress									4	3
Total									5,070	5,236

Figures in brackets relates to previous year. Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014
(Continued)

Note 11.1:

Include Buildings constructed on a land whose lease period expires on 28-06-2016 and renewable thereafter:

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Gross Block	Net Block	Gross Block	Net Block
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Office Building (30,000 Square Feet)^	36	9	36	10
Godown	306	65	306	95
Total	342	74	342	105

^ out of which 10,116 (previous year 10,116) Square Feet has been given under Operating Lease.

Note 11.2:

Include Buildings constructed on a land whose lease period expires on 31-12-2023.

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Gross Block	Net Block	Gross Block	Net Block
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Office Building	49	17	49	19

Note 11.3:

Include assets hypothecated to the Rubber Board against subsidy received:

Particulars	Gross Block	
	As at 31 March 2014	As at 31 March 2013
	₹ in Lakhs	₹ in Lakhs
- Plant & Equipments	2	2
- Office Equipments	1	1

@ includes Generator Subsidy received from Government of Tamil Nadu - ₹ 2 Lakhs (Previous Year : Nil)

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

(Continued)

Note 12 Non-current investments (At cost)

Particulars		As at 31 March, 2014			As at 31 March, 2013		
		Quoted ₹ in Lakhs	Unquoted ₹ in Lakhs	Total ₹ in Lakhs	Quoted ₹ in Lakhs	Unquoted ₹ in Lakhs	Total ₹ in Lakhs
A.	<u>Trade</u>						
	Investments in equity instruments - fully paid up						
	13 (13) Equity shares of ₹ 10/- each in Kailas Rubber Company Limited	*	-	*	*	-	*
	10 (10) Equity shares of ₹ 10/- each in Thirumbadi Rubber Company Limited	*	-	*	*	-	*
	Total - Trade (A)	*	-	*	*	-	*
B.	<u>Other investments</u>						
(a)	Investments in equity instruments - fully paid up						
	911 (911) Equity Shares of ₹ 10/- each in Cochin Stock Exchange Limited	1	-	1	1	-	1
	50000 (50000) Equity Shares of ₹10/- each in Cochin Waste 2 Energy Private Limited	-	5	5	-	5	5
		1	5	6	1	5	6
(b)	Investment in Government Securities						
	Six Years Post Office National Savings Certificate- 8th Issue	-	*	*	-	*	*
	National Savings Certificate (NSC)	-	*	*	-	*	*
		-	*	*	-	*	*
	Total - Other investments (B)	1	5	6	1	5	6
	Total (A+B)	1	5	6	1	5	6

Particulars		As at 31 March, 2014	As at 31 March, 2013
		₹ in Lakhs	₹ in Lakhs
(a)	Aggregate amount of quoted investments, net of provision	1	1
(b)	Aggregate value of listed but not quoted investments	1	1
(c)	Aggregate amount of unquoted investments, net of provision	5	5

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

(Continued)

Note 13 Long-term loans and advances

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
Unsecured, Considered good		
(a) Capital advances	18	20
(b) Deposits	121	100
(c) Employee Advances	19	27
(d) Prepaid expenses	3	3
(e) Advance Income Tax	1	*
(f) Balances with Sales tax authorities	2	2
(g) Other Advances	1	1
Total	165	153

Note 14 Other non-current assets

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
(a) Accruals		
Interest accrued on deposits	*	*
(b) Others		
Insurance claims	1	1
(c) Non Current Bank Balances		
In earmarked accounts		
- Margin Money Deposit	34	24
- Deposit Receipts pledged with Customs, Sales Tax and other Government Authorities	11	12
Total	46	37

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

(Continued)

Note 15 Current investments

Particulars		As at 31 March, 2014	As at 31 March, 2013
		₹ in Lakhs	₹ in Lakhs
	Investments in mutual funds (Unquoted):		
	(at lower of cost and Net Asset Value (NAV))		
i	Nil (677458.775) units in UTI fixed Income Interval Fund - Quarterly Interval Plan Series 1-Dividend Plan-Re-investment	-	68
ii	Nil (254053) units -Birla Sun Life Fixed Term Plan Series FH Growth	-	25
iii)	931933.465 (870252.489) units -Birla Sun Life Short Term Opportunities Fund -RetailGrowth	163	151
iv)	Nil (154642) units -ICICI Prudential FMP Series 64-367 Days Plan A Cumulative	-	16
v)	147109.862 (147109.862) units - UTI Fixed Income Interval Fund -Annual Interval Plan Series I-Growth Plan Growth	22	22
vi)	Nil (99156.210) units- Birla Sun Life Income Plus-Quarterly Dividend -Reinvestment	-	12
vii)	Nil (794606.526) units in UTI Fixed Income Interval Fund V-Quarterly Interval Plan-Retail Option-Dividend Reinvestment	-	79
viii)	1811249.848 (1707229.820) units in ICICI Prudential Ultra Short Term-Regular Plan-Weekly Dividend	180	171
ix)	388533.279(136735.746) units in Birla Sun Life Savings Fund-Daily Dividend -Reinvestment	390	137
x)	Nil (389749.886) units in Birla Sun Life Dynamic Bond fund-Retail Plan-Monthly Dividend - Reinvestment	-	41
xi)	723311.525 (Nil) units in UTI Fixed Income Interval Fund-I-Quarterly Interval Plan-Retail Option-Direct Dividend Plan Reinvestment	72	-
xii)	848039.545 (Nil) units in UTI Fixed Income Interval Fund-V-Quarterly Interval Plan-Retail Option-Direct Plan-Dividend	85	-
xiii)	77558.459 (Nil) units- Birla Sun Life Savings Fund-Instituional. Daily dividend	78	-
xiv	138003.807 (Nil) units- Birla Dynamic Bond - Regular Plan	28	-
xv)	126865.528 (Nil) units- ICICI Prudential Dynamic Bond Regular plan growth	17	-
	Total - Current investments	1,035	722
	Aggregate amount of unquoted investments	1,035	722
	Aggregate NAV of Mutual Fund Investments	1,072	739

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

(Continued)

Note 16 Inventories

At lower of cost and net realisable value

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
(a) Raw materials		
Coffee	4,123	2,598
PVC Resin	18	4
Coir	135	142
	4,276	2,744
(b) Finished goods		
Coffee	1,980	616
Mat and Mattings	45	19
Rubber	31	52
	2,056	687
(c) Stock in Trade		
Mat and Mattings	4	5
	4	5
(d) Stores and spares	103	83
Total	6,439	3,519

Note 17 Trade receivables

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	117	167
Doubtful	85	85
	202	252
Less: Provision for doubtful trade receivables	85	85
	117	167
Other Trade receivables		
Unsecured, considered good	1,565	1,364
Total	1,682	1,531

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

(Continued)

Note 18 Cash and cash equivalents

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
(a) Cash on hand	7	7
(b) Balances with banks (Refer 18.1 below)		
(i) In current accounts	386	555
(ii) In EEFC accounts	1	1
(iii) In deposit accounts	44	123
(iv) In earmarked accounts		
- Unclaimed dividend accounts	44	40
- Margin Money Deposit	81	73
- Interest Warrant Account	20	17
- Deposit Receipts Pledged with Customs , Sales Tax and Other Government Authorities	2	2
Total	585	818
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 <i>Cash Flow Statements</i> is	394	563

Note 18.1:

Include deposits which have a maturity of more than 12 months from the Balance Sheet date:

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
In Deposit Accounts	6	2

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

(Continued)

Note 19 Short-term loans and advances

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
Unsecured, Considered Good		
(a) Deposits	161	151
(b) Employee Advances	42	48
(c) Prepaid expenses	53	47
(d) Balances with government authorities		
(i) CENVAT credit receivable	44	24
(ii) VAT Refund receivable	325	146
(iii) Customs/ Port	28	23
(e) Advance Income Tax{Net of Provision ₹153 Lakhs (Previous Year ₹127 lakhs)}	27	16
(f) Loan to DLF Aspinwal Hotels Private Limited	75	75
(g) Advance to Contractors	94	54
Less : Provision for Doubtful Advances	1	1
	93	53
Total	848	583

Note 20 Other current assets

Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
(a) Unbilled revenue	11	56
(b) Accruals		
(i) Interest accrued on deposits	27	20
(ii) Focus Product Scheme/Duty Drawback benefits	405	351
(c) Others		
(i) Contractually reimbursable expenses:		
Considered Good	611	770
Considered Doubtful	63	37
	674	807
Less: Provision	63	37
	611	770
(ii) Fixed Assets held for sale (Refer Note 27.3)	1,017	1,026
(iii) Fair Value change in Outstanding Forward exchange Contracts	91	2
(iv) Others	25	8
Total	2,187	2,233

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014
(Continued)

Note 21 Revenue from operations

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
(a) Sale of products (Refer Note 21.1 below)	11,958	12,549
(b) Sale of services (Refer Note 21.2 below)	7,339	7,583
(c) Other operating revenues (Refer Note 21.3 below)	662	694
Total	19,959	20,826

Note	Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
21.1	Sale of products comprise:		
	<u>Manufactured goods</u>		
	Rubber	1,899	1,897
	Mat and Mattings	1,468	1,575
	Coffee	8,434	8,915
	Total - Sale of manufactured goods	11,801	12,387
	<u>Traded goods</u>		
	Coffee	156	142
	Mat and Mattings	1	1
	Fertilizers	-	17
	Pestisides and Insecticides	-	2
	Total - Sale of traded goods	157	162
	Total - Sale of products	11,958	12,549
21.2	Sale of services comprise:		
	Logistics	7,254	7,502
	Tourism	85	81
	Total - Sale of services	7,339	7,583
21.3	Other operating revenues comprise:		
	Focus Products Scheme/Duty Drawback benefits	539	554
	Despatch Money	88	103
	Weighbridge income	26	29
	Sale of Coffee Husk	6	7
	Others	3	1
	Total - Other operating revenues	662	694

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014
(Continued)

Note 22 Other income

	Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
(a)	Interest income (Refer Note 22.1 below)	42	36
(b)	Dividend income:		
	from current investments	50	57
	others	*	*
(c)	Net gain on sale of current investments	4	28
(d)	Other non- operating income (Refer Note 22.2 below)	301	471
	Total	397	592

Note	Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
22.1	Interest income comprises:		
	Interest from banks on deposits	18	17
	Interest on Loans and Advances	8	8
	Interest on Income Tax refund	10	3
	Other interest	6	8
	Total - Interest income	42	36
22.2	Other non-operating income comprises:		
	Rental income	18	21
	Profit on sale of fixed assets	35	35
	Liabilities / provisions no longer required written back	160	207
	Profit on sale of Rubber Trees	20	45
	Sale of Timber	9	3
	Insurance Claim Received	16	3
	Reversal of mark-to-market loss on forward exchange contracts (Net)	-	122
	Exchange Gain (Net)	26	22
	Bad Debts Recovered	*	1
	Miscellaneous Income	17	12
	Total - Other non-operating income	301	471

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

(Continued)

Note 23.a Cost of materials consumed

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
Opening stock	2,744	4,184
Add: Purchases	10,750	7,339
	13,494	11,523
Less: Closing stock	4,276	2,744
Cost of material consumed	9,218	8,779
Material consumed comprise:		
PVC Resin	122	124
Coir Yarn and Others	844	789
Coffee	8,252	7,866
Total	9,218	8,779

Note 23.b Purchase of Stock-in-Trade

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
Coffee	150	102
Fertilizers	-	16
Pesticides and Insecticides	-	2
Total	150	120

Note 23.c Changes in inventories of finished goods and Stock in Trade

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
<u>Inventories at the end of the year:</u>		
Finished goods		
Coffee	1,980	616
Rubber	31	52
Mat and Mattings	45	19
Stock-in-Trade		
Mat and Mattings	4	5
Total	2,060	692
<u>Inventories at the beginning of the year:</u>		
Finished goods		
Coffee	616	840
Rubber	52	81
Mat and Mattings	19	54
Stock-in-Trade		
Coffee	-	26
Mat and Mattings	5	7
Total	692	1,008
Net (increase) / decrease	(1,368)	316

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

(Continued)

Note 24 Employee benefits expense

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
Salaries, Wages and Bonus	2,534	2,299
Contributions to provident and other funds	249	305
Gratuity Expense (Refer Note: 28.1.b)	1	1
Staff welfare expenses	171	138
Total	2,955	2,743

Note 25 Finance costs

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
(a) Interest expense on:		
(i) Borrowings	449	441
(ii) Agricultural Income Tax dues	23	40
(iii) Central Income Tax Dues	7	1
(iv) Licence Fee to port	33	-
(v) Others	4	1
(b) Other borrowing costs	8	27
Total	524	510

Note 26 Other expenses

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
Consumption of stores and spare parts	293	298
Handling Charges	4,856	4,853
Transportation Charges	795	861
Ocean Freight	56	80
Power and fuel	129	118
Rent including lease rentals	122	110
Repairs and maintenance - Buildings	91	50
Repairs and maintenance - Machinery	42	68
Repairs and maintenance - Others	*	1
Insurance	81	74
Rates and taxes	48	53
Communication	69	70
Travelling and conveyance	281	286
Printing and stationery	36	32
Sales commission	12	12
Donations and contributions (Refer Note 26.1 below)	13	11
Legal and professional	112	143
Payments to auditors (Refer Note 26.2 below)	38	37
Bad trade receivables written off	2	2
{Net of adjustment against provision ₹ *(Previous Year ₹ 90 Lakhs)}		
Bank Charges	60	49

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

(Continued)

Note 26 Other expenses (Continued)

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
Security and Subcontracting Charges	113	102
Provision for doubtful trade receivables	15	13
Provision for doubtful Contractually Reimbursable Expenses	26	8
Provision for Doubtful Advances	-	1
Advances Written off	11	-
Directors Sitting Fees	10	4
Miscellaneous expenses	149	150
Total	7,460	7,486

Note 26.1 - Donations and contributions Include donation to political parties

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
Communist Party of India (Marxist)	1	*
Bharatiya Janata Party	*	*
Communist Party of India	*	-
Indian Union Muslim League	*	*
National Democratic Youth Congress	-	*
Democratic Youth Federation of India	-	*
Muslim Youth League	*	*
Socialist Janatha Democratic Party	*	*
All India Youth Federation	-	*
Indian National Congress	1	*
Nationalist Congress Party	*	*
Total	2	1

Note 26.2 - Payments to Auditors

Particulars	For the year ended 31 March, 2014 ₹ in Lakhs	For the year ended 31 March, 2013 ₹ in Lakhs
Payments to the auditors comprises (net of service tax input credit, where applicable) for :		
(a) To statutory auditors		
For audit	21	20
For Tax Audit	4	3
For taxation matters	9	8
For other services	1	1
Reimbursement of expenses	1	2
	36	34
(b) To Cost Auditors		
For Cost Audit	2	2
For Certification Matters	*	1
Reimbursement of expenses	*	*
	2	3
Total	38	37

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

(Continued)

Note	Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
27.1	Contingent liabilities and commitments (to the extent not provided for)		
(i)	Contingent liabilities		
	(a) Claims against the Group not acknowledged as debt		
	Interest demand on disputed lease rent payable to Government of Kerala in respect of leasehold land at Fort Kochi	139	-
	(b) Bills discounted	660	435
	(c) Corporate Guarantee given by the Group	48	48
	(d) Export obligation under EPCG License/Advance License scheme to be fulfilled. The Group is confident of meeting its obligations under the scheme within the stipulated period.	146	149
	(e) Likely demand of Interest on UNDP loan availed by M/s. Aspinwall Geotech Ltd., wholly owned Subsidiary Company	91	-
	(f) Disputed Tax Demands:		
	(i) Service tax Cases decided in favour of company against which the department has gone for appeal before Hon. Supreme Court	2,053	2,053
	(ii) Service Tax demand under appeal before Customs, Excise and Service Tax Appellate Tribunal (CESTAT) for the period from April 2002 to December, 2006 for remittance of Service tax under Port Services on the full value of turnover as against the Company practice of remitting Service tax after availing abatement @85% under "Customs House Agent" Services (excluding interest and additional penalty, if any).	786	786
	(iii) Service Tax demand under appeal before CESTAT for the period from April 2006 to March 2011 for payment of Service tax on Margin on Goods Transport Business under "Business Auxiliary Services" as against the company's practice of remitting service Tax under Goods Transport Services after availing abatement @75% (excluding interest and additional penalty, if any).	417	417
	(iv) Service Tax demands for the period from April, 2004 to March, 2011, under appeal before CESTAT (excluding interest and additional penalty, if any).	371	371
	(v) Service Tax demands for the Period from April, 2002 to March, 2012, under appeal before the Commissioner (Appeals) (excluding interest and additional penalty, if any).	44	44
	(vi) Kerala Value Added Tax Demand relating to Assessment Year 2007-08 on Sale Consideration of Goodwill to M/s. DLF Aspinwall Hotels Private Limited against which appeal is pending before Deputy Commissioner (Appeals).	49	49
	(vii) Income tax demand relating to assessment year 2005-06 against which appeals are pending before the Commissioner of Income Tax (Appeals) (Excluding Interest, if any)	-	27
	(viii) Karnataka Value Added Tax demand relating to Assessment Year 2010-11 on purchase of coffee from unregistered dealers against which appeal is pending before Joint Commissioner (Appeals).	14	14
Note			
Show cause notices received from Service tax department pending formal demand notices, have not been considered as contingent liabilities			
(g) The Land Tribunal, Manjeri had passed orders conferring absolute title of the Rubber Estate at Pullangode to the Group. Appeals against this order filed by the Jenmis before the Land Reforms Appellate Authority have also been disposed in favour of the Group and accordingly no adjustment is required in the financial statements in this regard.			
(h) The Group's writ petition against the order of the Government of Kerala revising the lease rent in respect of the leasehold land at Fort Kochi effective from 13th November, 1995 upto 31st March, 2007, is pending before the Hon'ble High Court of Kerala. Pursuant to interim application filed in the above writ petition by the Group, the High Court has directed the Government to consider the representation regarding lease rent filed by the Group, and take appropriate decision in this regard. Pursuant to this, Government of Kerala has issued an order re affirming the demand for the period upto 31st March 2007. Adequate provision is available in the books for meeting this liability. However, as there has been no specific intimation from the Government of Kerala regarding extension of lease period, no provision for lease has been considered necessary for the period after 31st March, 2007.			
Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities.			
		As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
(ii)	Commitments		
	Estimated amount of contracts remaining to be executed on capital account and not provided for Tangible assets	8	3

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

Note 27 Additional information to the financial statements (contd.)

Note	Particulars		
27.2	Details on derivatives instruments and unhedged foreign currency exposures I. The following derivative positions are open as at 31 March, 2014. These transactions have been undertaken to act as economic hedges for the Group's exposures to various risks in foreign exchange markets and may / may not qualify or be designated as hedging instruments. The accounting for these transactions is stated in Notes 2.11 and 2.21. Forward exchange contracts, which are not intended for trading or speculative purposes but for hedge purposes to establish the amount of reporting currency required or available at the settlement date of certain payables and receivables. Outstanding forward exchange contracts entered into by the Group as on 31 March, 2014		
	Currency	Amount in Lakhs	Buy / Sell
	USD	103 (89)	Sell (Sell)
	GBP	* (-)	Sell (NA)
	EURO	1 (1)	Sell (Sell)
			Cross currency
			Rupees Rupees
			Rupees (NA)
			Rupees Rupees
	Note: Figures in brackets relate to the previous year Asterisk denotes figures below ₹ 50,000/- II. The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:		
	As at 31 March, 2014		As at 31 March, 2013
	Receivable/ (Payable)	Receivable/ (Payable) in Foreign currency	Receivable/ (Payable)
	₹ in Lakhs	in Lakhs	in Foreign currency
			₹ in Lakhs
	347 (30)	\$6 (\$1)	221 (15)
	2 (9)	• * (• *)	12 (14)
	(2)	(SGD *)	(1)
	(1)	(GBP*)	(*)
	(*)	(SEK *)	-
	(1)	(JPY 1)	-
			\$4 (\$*)
			• * (• *)
			(SGD *)
			(GBP*)
			-
			-
	III. The Group has adopted the provisions of Accounting Standard 30 - Financial Instruments - Recognition and measurement issued by the ICAI with respect to Hedge Accounting insofar as it relates to Forward Exchange Contracts that are in essence derivative instruments entered into by the Group to hedge foreign currency risks on firm commitments and highly probable forecast transactions. Pursuant to the adoption of the above policy, the mark to market losses/gains on such forward contracts, which are found to be effective, are carried in the Balance Sheet as Hedging Reserve to be reversed into the Consolidated Statement of Profit and Loss when the underlying transactions that were hedged occurs. As on 31 March, 2014 mark to market gain aggregating to ₹ 91 Lakhs (net)[Previous year ₹ 2 Lakhs(net)] is carried in the Hedging Reserve.		
27.3	Details of fixed assets held for sale	As at 31 March, 2014	As at 31 March, 2013
		₹ in Lakhs	₹ in Lakhs
	Plantation Land and Development	-	9
	Land	1,017	1,017
	Total	1,017	1,026

Asterisk denotes figures below 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014 (contd.)
Note 28 Disclosures under Accounting Standards

Note	Particulars																																																																																							
28.1	Employee benefit plans																																																																																							
28.1.a	<p>Defined contribution plans</p> <p>The Group makes Provident Fund, Superannuation Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The Group recognised ₹ 108 Lakhs (Year ended 31 March, 2013 ₹ 143 Lakhs) for Provident Fund contributions, ₹50 Lakhs (Year ended 31 March, 2013 ₹ 34 Lakhs) for Superannuation Fund contributions and ₹ 5 Lakhs (Year ended 31 March, 2013 ₹ 6 Lakhs) for Employee State Insurance Scheme contributions in the Consolidated Statement of Profit and Loss. The contributions payable to these plans by the Group are at rates specified in the rules of the schemes. The Group also makes contribution towards Social Security and Insurance - in the case of a Foreign National employee who employed at Rotterdam. The Group had recognised ₹ 13 Lakhs (Year ended 31 March, 2013 ₹ 9 Lakhs) for Social Security and Insurance Contributions in the Consolidated Statement of Profit and Loss.</p>																																																																																							
28.1.b	<p>Defined benefit plans</p> <p>The Group offers the Gratuity benefit scheme to its employees:</p> <p>The following table sets out the funded status of the defined benefit scheme and the amount recognised in the Consolidated financial statements:</p> <table><tr><th rowspan="4">Particulars</th><th colspan="4">Gratuity</th></tr><tr><th colspan="2">Year ended 31 March, 2014</th><th colspan="2">Year ended 31 March, 2013</th></tr><tr><th>Funded</th><th>Unfunded</th><th>Funded</th><th>Unfunded</th></tr><tr><th>₹ in Lakhs</th><th>₹ in Lakhs</th><th>₹ in Lakhs</th><th>₹ in Lakhs</th></tr><tr><td>Components of employer's expense</td><td></td><td></td><td></td><td></td></tr><tr><td>Current service cost</td><td>53</td><td>1</td><td>53</td><td>1</td></tr><tr><td>Interest cost</td><td>60</td><td>*</td><td>52</td><td>*</td></tr><tr><td>Expected return on plan assets</td><td>(63)</td><td>-</td><td>(57)</td><td>-</td></tr><tr><td>Actuarial losses/(gains)</td><td>19</td><td>(*)</td><td>61</td><td>*</td></tr><tr><td>Total expense recognised in the Consolidated Statement of Profit and Loss</td><td>69</td><td>1</td><td>109</td><td>1</td></tr><tr><td>Actual contribution and benefit payments for year</td><td></td><td></td><td></td><td></td></tr><tr><td>Actual benefit payments</td><td>67</td><td>*</td><td>65</td><td>-</td></tr><tr><td>Actual contributions</td><td>70</td><td>-</td><td>103</td><td>-</td></tr><tr><td>Net asset / (liability) recognised in the Consolidated Balance Sheet</td><td></td><td></td><td></td><td></td></tr><tr><td>Present value of defined benefit obligation</td><td>841</td><td>4</td><td>777</td><td>3</td></tr><tr><td>Fair value of plan assets</td><td>847</td><td>-</td><td>782</td><td>-</td></tr><tr><td>Funded status [Surplus / (Deficit)]</td><td>6</td><td>(4)</td><td>5</td><td>(3)</td></tr><tr><td>Net asset / (liability) recognised in Consolidated the Balance Sheet</td><td>6</td><td>(4)</td><td>5</td><td>(3)</td></tr></table>	Particulars	Gratuity				Year ended 31 March, 2014		Year ended 31 March, 2013		Funded	Unfunded	Funded	Unfunded	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	Components of employer's expense					Current service cost	53	1	53	1	Interest cost	60	*	52	*	Expected return on plan assets	(63)	-	(57)	-	Actuarial losses/(gains)	19	(*)	61	*	Total expense recognised in the Consolidated Statement of Profit and Loss	69	1	109	1	Actual contribution and benefit payments for year					Actual benefit payments	67	*	65	-	Actual contributions	70	-	103	-	Net asset / (liability) recognised in the Consolidated Balance Sheet					Present value of defined benefit obligation	841	4	777	3	Fair value of plan assets	847	-	782	-	Funded status [Surplus / (Deficit)]	6	(4)	5	(3)	Net asset / (liability) recognised in Consolidated the Balance Sheet	6	(4)	5	(3)
Particulars	Gratuity																																																																																							
	Year ended 31 March, 2014		Year ended 31 March, 2013																																																																																					
	Funded		Unfunded	Funded	Unfunded																																																																																			
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs																																																																																				
Components of employer's expense																																																																																								
Current service cost	53	1	53	1																																																																																				
Interest cost	60	*	52	*																																																																																				
Expected return on plan assets	(63)	-	(57)	-																																																																																				
Actuarial losses/(gains)	19	(*)	61	*																																																																																				
Total expense recognised in the Consolidated Statement of Profit and Loss	69	1	109	1																																																																																				
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Funded status [Surplus / (Deficit)]	6	(4)	5	(3)																																																																																				
Net asset / (liability) recognised in Consolidated the Balance Sheet	6	(4)	5	(3)																																																																																				

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

Note 28 Disclosures under Accounting Standards (contd.)

Particulars	Gratuity			
	Year ended 31 March, 2014		Year ended 31 March, 2013	
	Funded	Unfunded	Funded	Unfunded
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Change in defined benefit obligations (DBO) during the year				
Present value of DBO at beginning of the year	777	3	684	2
Current service cost	53	1	53	1
Interest cost	60	*	52	*
Actuarial (gains) / losses	18	(*)	53	*
Benefits paid	(67)	(*)	(65)	-
Present value of DBO at the end of the year	841	4	777	3
Change in fair value of assets during the year				
Plan assets at beginning of the year	782	-	695	-
Expected return on plan assets	63	-	57	-
Actual company contributions	70	-	103	-
Actuarial gain / (loss)	(1)	-	(8)	-
Benefits paid	(67)	-	(65)	-
Plan assets at the end of the year	847	-	782	-
Actual return on plan assets	62	-	50	-
Composition of the plan assets is as follows				
Government bonds	44%	-	39%	-
Public Sector Unit bonds	46%	-	52%	-
Others	10%	-	9%	-
Actuarial assumptions				
Discount rate	9.10%	9.10%	8%	8%
Expected return on plan assets	8%	NA	8%	NA
Salary escalation	8%	8%	8%	8%
Attrition				
Management Staff	12%	-	10%	
Non-Management Staff	3%	-	3%	
Mortality Table	IALM (2006-08) (modified) Ult	IALM (2006-08) (modified) Ult	IALM (2006-08) (modified) Ult	IALM (2006-08) (modified) Ult
Estimate of amount of contribution in the immediate next year	163	*	118	*
<p>Asterisk denotes figures below ₹ 50,000/-</p> <p>The expected rate of return on plan assets is determined after considering several applicable factors such as the composition of the plan assets, investment strategy, market scenario, etc.. In order to protect the capital and optimize returns within acceptable risk parameters, the plan assets are well diversified.</p> <p>The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.</p> <p>The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.</p>				

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

Note 28 Disclosures under Accounting Standards (contd.)

Experience adjustments -					
	2013-2014	2012-2013	2011-2012	2010-2011	2009-2010
Gratuity	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Present value of DBO	841	777	684	535	503
Fair value of plan assets	847	782	695	541	504
Funded status [Surplus / (Deficit)]	6	5	11	6	1
Experience gain / (loss) adjustments on plan liabilities	(65)	(57)	(96)	(8)	(61)
Experience gain / (loss) adjustments on plan assets	(1)	(8)	26	(28)	23
Experience adjustments - Subsidiary Company					
	2013-2014	2012-2013	2011-2012	2010-2011	2009-2010
Gratuity	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Present value of DBO	4	3	2	2	2
Fair value of plan assets	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Funded status [Surplus / (Deficit)]	(4)	(3)	(2)	(2)	(2)
Experience gain / (loss) adjustments on plan liabilities	*	*	Not Available	Not Available	Not Available
Experience gain / (loss) adjustments on plan assets	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Asterisk denotes figures below ₹ 50,000/-					
Actuarial assumptions for long-term compensated absences of the Group					
			For the year ended 31 March, 2014	For the year ended 31 March, 2013	
Discount rate			9.10%	8%	
Salary escalation			8%	8%	
Attrition			12%	10%	
The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.					
The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.					

Note 28.2 Segment Information

The Group has identified business segments as its primary segment and geographical segments as its secondary segment. Business segments are Logistics, Coffee and Related activities, Plantation, Natural Fibre Products, IT Enabled Services and Others. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments. Geographical revenues are allocated based on the location of the customer. Geographical segments of the Group are Americas (including Canada and South American countries), Europe, India and Others.

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

Note 28.2 a) Primary Segment Information

₹ in Lakhs

SEGMENTS	2013 - 2014							2012 - 2013						
	Logistics	Coffee and Related Activities	Plantation	Natural Fibre Products	IT Enabled Services	Others	TOTAL	Logistics	Coffee and Related Activities	Plantation	Natural Fibre Products	IT Enabled Services	Others	TOTAL
1 Segment Revenue	7,368	9,081	1,899	1,526	-	85	19,959	7,635	9,603	1,897	1,610	-	81	20,826
2 Segment Result (before unallocated income/expense)	(86)	1179	788	(17)	(5)	8	1867	365	711	793	(16)	(7)	4	1850
Unallocated Expense (net of other Income)							460							420
Operating Profit before Interest , Prior Period and Exceptional Items							1407							1430
Interest Income							42							36
Finance Costs							524							510
Net Profit Before Tax							925							956
Tax Expense							448							434
3 Profit After Tax							477							522
4 Other Information														
a) Segment Assets	4680	7441	1134	865	60	20	14200	4876	4362	1135	840	58	17	11288
Unallocated corporate assets							4281							3907
Total Assets							18481							15195
b) Segment Liabilities	1642	2656	603	264	1	7	5173	1375	721	555	338	2	6	2997
Unallocated corporate liabilities							2744							2017
Total Liabilities							7917							5014
c) Capital Expenditure	121	5	141	22	-	-	289	55	37	69	25	-	-	186
Unallocated corporate capital expenditure							49							1236
Total capital expenditure							338							1422
d) Depreciation / Amortisation	313	18	84	56	1	-	472	328	18	86	57	2	-	491
Unallocated Depreciation/Amortisation on corporate assets							20							17
Total Depreciation/Amortisation							492							508
e) Non-cash Expenditure other than Depreciation														
Unallocated non-cash expenditure other than depreciation	41	-	-	14	-	-	55	24	-	-	-	-	-	24
Total Non-cash expenditure other than Depreciation							55							24

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

Note 28 Disclosures under Accounting Standards (Contd.)

Note 28.2.b Secondary Segment Information (Geographical Segments)

The Company has exported Coffee and coir products during the year. Information regarding Geographical segments is given below:

	Particulars	2013-14	2012-13
		₹ in Lakhs	₹ in Lakhs
1	Segment Revenue		
	Americas (including Canada and South American countries)	1,075	1,222
	Europe	7,293	7,779
	India	10,669	10,686
	Others	922	1,139
	Segment Revenue	19,959	20,826
2	Segment Assets		
	Americas (including Canada and South American countries)	27	26
	Europe	445	353
	India	18,003	14,741
	Others	6	75
	Segment Assets	18,481	15,195
3	Capital Expenditure		
	Americas (including Canada and South American countries)	-	-
	Europe	-	1
	India	338	1,421
	Others	-	-
	Total Capital Expenditure	338	1,422

Note 28.3 Related party transactions

Note 28.3.a	Particulars	
	Details of related parties:	
	Description of relationship	Names of related parties
	Enterprises having substantial interest in voting power	Narayanan Investment Trust Private Limited
	Entities having significant influence	Kumari Investment Corporation Private Limited
	Key Management Personnel (KMP)	Mr.Rama Varma - Managing Director
	Relatives of KMP	a) H H Gouri Parvathi Bayi, Sister b) Mr. C R R Varma, Sister's Husband c) H H Gouri Lakshmi Bayi, Sister d) Dr (Mrs.) Girija Varma, Spouse
Note: Related parties have been identified by the Management and relied upon by auditors.		

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

Note 28 Disclosures under Accounting Standards (contd.)

28.3.b	Disclosure of Transactions and Status of Outstanding Balances as on 31st March 2014			
	Transaction	Related Party	For the year ended 31 March, 2014	For the year ended 31 March, 2013
			₹ in Lakhs	₹ in Lakhs
1	Rent Payments	Mr. Rama Varma	11	10
2	Dividend Paid	Narayanan Investment Trust Private Limited	38	43
		Kumari Investment Corporation Private Limited	10	11
		Mr. Rama Varma	26	29
		H H Gouri Parvathi Bayi	24	26
		H H Gouri Lakshmi Bayi	1	2
		Mr. C R R Varma	1	1
		Dr. (Mrs.) Girija Varma	*	*
3	Interest Paid	Mr. C R R Varma	*	*
		Dr. (Mrs.) Girija Varma	1	1
4	Remuneration to Key Management Personal #	Mr. Rama Varma	44	44
5	Public Deposits Renewed	Dr. (Mrs.) Girija Varma	6	6
6	Directors Sitting Fee	Mr. C R R Varma	2	1
7	Purchase of Subsidiary Company shares from KMP	Mr. Rama Varma	-	1
	Balance at Year end:			
	Public Deposits	Mr. C R R Varma	3	3
		Dr. (Mrs.) Girija Varma	6	6

Does not include provision for Gratuity as the actuarial valuation certificate is for the company as a whole

Asterisk denotes figures below ₹ 50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

Note 28 Disclosures under Accounting Standards (contd.)

Note	Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
28.4	Earnings per share		
	Net profit for the year attributable to the equity shareholders (₹ in Lakhs)	477	522
	Weighted average number of equity shares (Nos)	7,818,288	7,818,288
	Par value per share (₹)	10	10
	Earning per share - Basic/Diluted (₹)	6.10	6.68
Note	Particulars	As at 31 March, 2014 ₹ in Lakhs	As at 31 March, 2013 ₹ in Lakhs
28.5	Deferred tax asset / (liabilities)		
	<u>Tax effect of items constituting deferred tax assets</u>		
	Provision for Compensated absences	68	60
	Provision for doubtful trade Receivables	48	40
	Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	42	48
	On difference between book balance and tax balance of fixed assets	42	1
	Other	218	208
	Tax effect of items constituting deferred tax assets	418	357
	Net Deferred tax asset	418	357

Note	Particulars				
28.6	The Group has made provision for various contractual obligations and disputed liabilities based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below:				
	Particulars	As at 1 April, 2013 ₹ in Lakhs	Additions ₹ in Lakhs	Utilisation ₹ in Lakhs	As at 31 March, 2014 ₹ in Lakhs
	Provision for contingencies	525 (525)	- -	- -	525 (525)
	Provision for Licence Fee	-	115	-	115
	Total	525 (525)	115 -	- -	640 (525)
	Note: - Figures in brackets relate to the previous year. Of the above, amount expected to be incurred within a year: ₹ 115 Lakhs (Previous Year : Nil)				

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

Note	Particulars				
29	Statement of information relating to subsidiaries including subsidiaries of subsidiaries (In terms of Government of India, Ministry of Corporate Affairs General Circular No: 2/2011, No: 5/12/2007-CL-III dated 8th February, 2011) in compliance with section 212 of the Companies Act, 1956 for the year ended 31 March, 2014 and 31 March, 2013				
	Year ended 31 March, 2014				
Particulars		Subsidiary Companies			
	Aspinwall Geotech Limited	Aspinwall Technologies Limited	Malabar Coast Marine Services Private Limited	SFS Pharma Logistics Private Limited	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	
Period of the financial statements considered	31 March 2014	31 March 2014	31 March 2014	31 March 2014	
Currency	INR	INR	INR	INR	
Share Capital including share application money	120	16	5	100	
Reserves	(181)	39	378	(85)	
Total Assets	34	56	132	26	
Total Liabilities	95	1	57	11	
Details of Non-current and Current Investment (except investment in subsidiaries)	-	-	308	-	
Turnover (Net)	100	9	597	51	
Profit/ (Loss) before taxation	98	5	119	(26)	
Provision for taxation	12	1	38	*	
Profit/ (Loss) after taxation	86	4	81	(27)	
Proposed Dividend (Including Corporate Dividend Tax)	-	-	6	-	

Asterisk denotes figures below ₹50,000/-

ASPINWALL AND COMPANY LIMITED

Notes forming part of the Consolidated financial statements for the year ended 31 March, 2014

Year ended 31 March, 2013				
Particulars	Subsidiary Companies			
	Aspinwall Geotech Limited	Aspinwall Technologies Limited	Malabar Coast Marine Services Private Limited	SFS Pharma Logistics Private Limited
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Period of the financial statements considered	31 March 2013	31 March 2013	31 March 2013	31 March 2013
Currency	INR	INR	INR	INR
Share Capital including share application money	120	16	5	100
Reserves	(267)	35	303	(58)
Total Assets	88	53	118	48
Total Liabilities	235	2	36	6
Details of Non-current and Current Investment (except investment in subsidiaries)	₹-	-	226	-
Turnover (Net)	5	21	405	19
Profit/ (Loss) before taxation	2	15	101	(36)
Provision for taxation	1	3	29	(*)
Profit/ (Loss) after taxation	1	12	72	(36)
Proposed Dividend (Including Corporate Dividend Tax)	-	-	₹	-
Asterisk denotes figures below ₹ 50,000/-				
Notes:				
(i) The Consolidated financial statements are in compliance with applicable Accounting Standards in India.				
(ii) In compliance with the requirements of Clause 32 of the Listing Agreement, the consolidated financial statements are duly audited by the auditors.				
(iii) Full accounts of the aforesaid subsidiaries are available for inspection at the Registered office of the Company and on request same will be made available to the shareholders of the holding company and subsidiary companies.				
Note	Previous year's figures			
30	Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.			

For and on behalf of the Board of Directors

RAMA VARMA
Managing Director
DIN 00031890

T. R. RADHAKRISHNAN
Chief Financial Officer

Kochi,
28th May, 2014.

P. K. SASIDHARAN
Director
DIN 01464454

K.S. SMITHA
Company Secretary

ASPINWALL AND COMPANY LIMITED

Registered Office : Edappally, Cochin - 682 024, India.

CIN : L74999KL1920PLC001389

Tel : +91 484 234 2000, Fax : +91 484 234 3400

Email : ernakulam@aspinwall.in, Website : www.aspinwall.in

National Electronic Clearing Service (NECS Mandate Form)

(For shares held in physical form)

1. First Shareholder's Name :
2. Shareholder's Folio No. :
3. Particulars of Bank Account :
 - a) Bank Name :
 - b) Branch Name :
 - c) Account No. :
 - d) Account Type : SB ☐ Current ☐ Cash Credit ☐
(tick whichever is applicable)
 - e) Ledger folio No. of the Bank A/c (as :
Appearing on the cheque book)
 - f) 9 Digit code no. of the Bank & :
Branch appearing on the MICR
Cheque issued by the Bank

I, hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold the Company responsible.

Signature of First Shareholder

Date:

Note:

1. Please attach the photocopy of a cheque or a blank cancelled cheque issued by your Bank relating to your above account for verifying the accuracy of the code numbers.
2. Members who are holding shares in physical form and have not opted for NECS facility earlier are requested to fill up the enclosed mandate form and forward the same to M/s. S.K.D.C. Consultants Limited, Registrars and Share Transfer Agents, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006, latest by 30th July, 2014.
3. Members who have already availed the NECS facility may intimate M/s. S.K.D.C. Consultants Limited in the aforesaid address of any change in the Bank account details already furnished latest by 30th July, 2014.
4. Members who have received the soft copy of the Annual Report may kindly take a print out of the NECS mandate and dispatch the same to the aforesaid address latest by 30th July, 2014.

