

**BOARD OF DIRECTORS**

Shri Kanhaiya Kumar Todi – Chairman & Managing Director

Shri Dipak Dey

Shri Beni Gopal Daga

Shri Om Prakash Kanoria

Shri Sushil Kumar Todi

Shri Ashok Kumar Todi

Shri Udit Todi

EXECUTIVE

Shri Raja Saraogi – President

AUDITORS

Agarwal Maheswari & Co.

Chartered Accountants

2B, Grant Lane, 4th Floor

Kolkata - 700 012

SHARE TRANSFER AGENTS

S. K. Infosolutions Pvt. Ltd.

34/1A Sudhir Chatterjee Street

Kolkata - 700 006

Tel No: 2219 – 6797

E-mail : skcdilip@gmail.com

REGISTERED OFFICE

4 Black Burn Lane

Kolkata - 700 012

CORPORATE OFFICE

1/1 Camac Street

5th Floor

Kolkata - 700 016

Tel No. 2217-2222/23/24

E-mail: coastalgroup@vsnl.net



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NOTICE

Notice is hereby given that the Forty-Sixth Annual General Meeting of the members of COASTAL ROADWAYS LIMITED will be held on Tuesday, the **5TH DAY OF AUGUST, 2014 at 11:00 A.M.** at the Calcutta Chamber of Commerce, Stephen Court, 18H Park Street, Kolkata - 700 071 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2014, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri Ashok Kumar Todi (DIN 00309721), who retires by rotation at this Annual General Meeting, and being eligible has offered himself for re-appointment.
3. To appoint a Director in place of Sri Sushil Kumar Todi (DIN 00309839), who retires by rotation at this Annual General Meeting, and being eligible has offered himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act 2013 read with Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Agarwal Maheswari & Co., Chartered Accountants (Firm Registration Number – 314030E) be and are hereby re-appointed as the Auditors of the Company, for a term of maximum three consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of 49th Annual General Meeting to be held in the calendar year 2017 (subject to ratification by the members at 47th and 48th Annual General Meetings, respectively) and that the Board of Directors be and is hereby authorized to fix their remuneration as may be recommended by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS:

5. **To re-appoint Sri Kanhaiya Kumar Todi (DIN: 00112633) as Managing Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and remuneration of Sri Kanhaiya Kumar Todi (DIN: 00112633) as ‘Managing Director’, (liable to retire by rotation)



designated as 'Managing Director & Chief Executive Officer (CEO)' of the Company, for a period of 3 (three) years, from the conclusion of this Annual General Meeting, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Kanhaiya Kumar Todi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **To re-appoint Sri Udit Todi (DIN: 00268484) as Whole-time Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and remuneration of Sri Udit Todi (DIN: 00268484) as Whole-time Director (liable to retire by rotation) designated as 'Whole Time Director & Chief Financial Officer (CFO)' of the Company, for a period of 3 (three) years, from the conclusion of this Annual General Meeting, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Udit Todi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. **To re-appoint Sri Sushil Kumar Todi (DIN 00309839) as Whole-time Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and remuneration of Sri



Sushil Kumar Todi (DIN 00309839) as Whole-time Director (liable to retire by rotation) of the Company, for a period of 3 (three) years, from the conclusion of this Annual General Meeting, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Sushil Kumar Todi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. **To re-appoint Sri Ashok Kumar Todi (DIN 00309721) as Whole-time Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :**

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and remuneration of Sri Ashok Kumar Todi (DIN 00309721) as Whole-time Director (liable to retire by rotation) of the Company, for a period of 3 (three) years from the conclusion of this Annual General Meeting, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Ashok Kumar Todi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. **To appoint Sri Om Prakash Kanoria (DIN: 00675485) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the



Listing Agreement, Sri Om Prakash Kanoria (DIN: 00675485) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company from the conclusion of this Annual General Meeting, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 51st Annual General Meeting of the Company to be held in the calendar year 2019.

RESOLVED FURTHER THAT the Board be and is 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 appoint Sri Benigopal Daga (DIN: 00307973) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri Benigopal Daga (DIN: 00307973) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company from the conclusion of this Annual General Meeting, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 51st Annual General Meeting of the Company to be held in the calendar year 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. **To appoint Sri Dipak Dey (DIN: 01141084) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri Dipak Dey (DIN: 01141084) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company from the conclusion of this Annual General Meeting, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 51st Annual General Meeting of the Company to be held in the calendar year 2019.



RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

12. **To adopt new Articles of Association of the Company containing regulations in conformity with Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :**

“**RESOLVED THAT** pursuant to the provisions of Sections 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby adopted in substitution, and to the entire exclusion, of regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office :
4 Black Burn Lane,
Kolkata – 700 012
CIN : L63090WB1968PLC027373
The 22nd day of May 2014

By Order of the Board
Raja Saraogi
President
For COASTAL ROADWAYS LIMITED

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors seeking appointment / re-appointment at the Meeting along with details of their other Directorships and shareholding in the Company pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges are provided as an annexure to this Notice.



4. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23rd June, 2014 to Thursday, 26th June, 2014 (both days inclusive).
6. Shareholders who have not yet encashed their dividend warrant(s) relating to the financial year 2007-2008 to 2011-2012 are therefore, advised to approach the Company for the payment thereof as the same will be transferred to the 'Investor Education and Protection Fund' of the Central Government from time to time, pursuant to Section 205A(5) and 205C of the Companies Act, 1956.
7. The Ordinary Shares of the Company are listed Bombay Stock Exchange Limited. The Company confirms that it has paid Annual Listing Fees to the said Exchanges for the year 2014-2015.
8. Members holding shares in physical form are requested to notify any change in their address including Pin Code, Bank Mandate, Income Tax Permanent Account Number, etc. to the Company's Registrar & Share Transfer Agent, M/s S K Infosolutions Pvt Ltd, 34/1A Sudhir Chaterjee Street, Kolkata – 700 006. Members holding shares in dematerialized form are requested to furnish this information to their respective depository participants for updation of the records.
9. Members who hold shares in physical Form in multiple folios in identical name or joint holding in the same order of names are requested to send the share certificates to its RTA for consolidating into single folio. The share certificates will be returned to the Members after making requisite changes thereon.
10. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request may be made to the Company or its RTA for the Nomination Form.
11. The SEBI has vide Circular no. MRD/DoP/Cir-05/2009 dated May 20, 2009 mandated the submission of PAN by every participant in the security market. Members holding shares in electronic Form /physical Form are therefore, requested to submit their PAN to the Company or its RTA.
12. The Securities and Exchange Board of India (SEBI) has made it mandatory for all the Companies to use bank details furnished by the Investors for distributing Dividends or other cash benefits through National Electronic Clearing Services (NECS). In the absence of NECS facility, Companies are required to print the bank details on the payment instrument for distribution of dividend. Members holding shares in physical mode are requested to provide their bank details to the RTA in the NECS Mandate form. Whereas, members holding shares in demat mode are requested to record the same with their respective Depository Participant(s).



13. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so.
14. All the documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days including the date of the Annual General Meeting of the Company.
15. Members desiring any information about accounts or otherwise, are requested to write to the Company, at least 10 days in advance of the Annual General Meeting, to facilitate compilation thereof.
16. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, and Clause 35B of the Listing Agreement, the Company is providing the facility to Members to exercise their rights to vote by electronic means. The members who are desirous of voting through electronic mode may refer to the detailed procedure on e-voting given in a separate sheet.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013:

Item Nos. 5 to 8

The Board of Directors of the Company is of the view that in the context of various new requirements as prescribed by Companies Act, 2013 and relevant rules framed thereunder, it would be appropriate that the present terms of the existing whole time directors including Managing Director be concluded at the ensuing Annual General Meeting and that they may be re-appointed by the members at the said Annual General Meeting in accordance with the new provisions of the law. The concerned directors i.e. Sri Kanhaiya Kumar Todi, Sri Udit Todi, Sri Sushil Kumar Todi & Sri Ashok Kumar Todi have consented for the same.

The aforesaid Directors are proposed to be re-appointed for a period of 3 years and their remuneration is also proposed for the same period and they shall all be liable to retire by rotation and their respective designations have been set out in the resolutions proposed at item no. 5 to 8 of notice.

The broad terms and conditions of the re-appointment of and remuneration payable to Sri Kanhaiya Kumar Todi, Sri Udit Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi are as under:

1. DUTIES AND RESPONSIBILITIES:

Sri Kanhaiya Kumar Todi, Sri Udit Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi shall subject to the provisions of the Companies Act, 2013 and overall superintendence and



control of the Board of Directors of the Company perform such duties and exercise such powers as has been or may from time to time be entrusted to or conferred on them by the Board of Directors of the Company.

2. REMUNERATION:

Basic Salary (per month)

Name	Amount
1. Sri Kanhaiya Kumar Todi	₹ 125000/-
2. Sri Udit Todi	₹ 100000/-
3. Sri Sushil Kumar Todi	₹ 100000/-
4. Sri Ashok Kumar Todi	₹ 100000/-

Subject to such increments as the Board may determine.

Others

1. Housing : The Directors who use the accommodation provided by the company shall pay fair rent of the same to the company as may be determined by the Board.
2. Company's contribution to Provident Fund as per Rules of the company.
3. Use of car, telephone and other necessary appliances as may be required for company's business.
4. Reimbursement of expenses incurred in relation to the business of the company.

3. MINIMUM REMUNERATION:

In the event of absence or inadequacy of profits during their period of service, they shall be entitled to the same Salary and Perquisites as stated hereinabove.

A Statement containing the information, as required under Schedule V Part II of Companies Act, 2013 is as follows:-



I. General Information	Sri Kanhaiya Kumar Todi	Sri Udit Todi	Sri Sushil Kumar Todi	Sri Ashok Kumar Todi
(1) Nature of Industry	Road Transport			
(2) Date or expected date of commencement of commercial production	24th September 1968			
(3) In 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	Profit after tax for last 3 financial years : (a) 2013-14 : Loss ₹ 210 lacs (b) 2012-13 : Profit ₹ 17 lacs (c) 2011-12 Profit ₹ 99 lacs .			
(5) Foreign Investments or collaborations if any	Not applicable			
II. Information about the appointee				
(1) Background details	Serving the company since 1974	Serving the company since 2008	Serving the company since 1995	Serving the company since 1994
(2) Past Remuneration	₹ 125000/- pm	₹ 100000/- pm	₹ 100000/- pm	₹ 100000/- pm
(3) Recognition or awards	--	--	--	--
(4) Job Profile and his suitability	MD & CEO, 40 years of experience in the industry	Whole time director & CFO, dynamic management professional with 6 years of experience	Whole time director, over 30 years of experience in the industry	Whole time director, over 30 years of experience in the industry
(5) Remuneration proposed	₹ 125000/- pm	₹ 100000/- pm	₹ 100000/- pm	₹ 100000/- pm
(6) Comparative remuneration profile with respect to industry, size of company, profile of the position and person	Commensurate with industry standards			
(7) Pecuniary Relations directly or indirectly with the company, or relationship with managerial personnel, if any	Remuneration as stated above, Managing Director, KMP & Promoter	Remuneration as stated above, Whole Time Director, KMP & Promoter	Remuneration as stated above, Whole Time Director & Promoters' relative	Remuneration as stated above, Whole Time Director & Promoters' relative
III. Other Information				
(1) Reasons of Loss or inadequate profits	Weak Industrial Demand- Over Supply of Vehicles resulted in reduced Freight Rates that too in inflationary environment where all input costs increased substantially resulted into operational losses			
(2) Steps taken or proposed to be taken for improvement	Efforts are being taken to reduce costs & improve operating margins. With past track record of the company and the anticipated political stability and thrust to infrastructure development is expected to revive road transport business and enhance business volumes			
(3) Expected increase in productivity and profits in measurable terms	Though the turnover in the current period has remain almost same it is expected that with revival in mining & infra sectors the business volumes will increase substantially and the company's operations will become profitable in years to come			

The Board of Directors is of the opinion that the above remuneration being paid / payable to them is commensurate with the duties and responsibilities and is well within the limits specified in Schedule V of the Companies Act, 2013.



The above may be treated as written memorandum setting out the terms of re-appointment of Sri Kanhaiya Kumar Todi, Sri Udit Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi under Section 190 of the Act. The Board considers that their association will be beneficial to and in the interest of the Company.

Brief resume of Sri Kanhaiya Kumar Todi, Sri Udit Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in Annexure to this Notice.

Save and except Sri Kanhaiya Kumar Todi, Sri Udit Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolutions set out at item no.5 to 8 of the Notice.

Your consent by way of special resolutions as proposed is required under Section 196 of the Companies Act, 2013 read with Schedule V thereto.

All the documents are open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days including the date of the Annual General Meeting of the Company.

The Board recommends the Special resolutions set out at Item No. 5 to 8 of the Notice for approval by the Members.

Item Nos. 9 to 11

Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey are Independent Director and have held the position as such in the Board of the Company for more than 5 years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement *inter alia* stipulating the conditions for the appointment of Independent Directors by listed Companies.

Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014, provides for appointment of Independent Directors.

It is proposed to appoint Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 51st Annual General Meeting of the Company to be held in the calendar year 2019.

Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members' alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey for the office of Directors of the Company.

The Company has also received declaration from Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey that they meet with the criteria of independence as prescribed both under of Section 149(6) of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey are independent of the management.

Brief resume of Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in Annexure to this Notice.

Copy of the draft letters for respective appointments of Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey are interested in the resolutions set out respectively at item Nos. 9 to 11 of the Notice with regard to their respective appointments.

The relatives of Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey may be deemed to be interested in the resolutions set out respectively at Item Nos. 9 to 11 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested financially or otherwise, in these resolutions.

All the documents are open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days including the date of the Annual General Meeting of the Company.

The Board recommends the Special Resolution as set out in Item nos. 9 to 11 of the Notice for approval by the Members.

Item No. 12

The Articles of Association (hereinafter referred to as "AoA") are based on the Companies Act, 1956 and several regulations in the AoA contain references to the specific sections of Companies Act, 1956 and some regulations in existing AoA may not be in conformity with the Companies Act, 2013. (hereinafter referred to as "new Act"). Substantive sections of the new Act which deal with the general working of companies stand notified. With the coming into force of the new Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position it is expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of existing AoA are based on the Table F of the new Act which sets out the model articles of association for a company limited by shares.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, the Special Resolution set out at Item no. 12 of the Notice.

The Board recommends the Special Resolution as set out in Item no. 12 of the Notice for approval by the Members.

Annexure

Particulars of Directors proposed to be re-appointed at the 46th Annual General Meeting of the Company to be held on Tuesday, the 5th day of August, 2014 at 11-00 A.M.

1. Sri Kanhaiya Kumar Todi

Sri Kanhaiya Kumar Todi, aged about 62 years is a well known industrialist having knowledge, experience and expertise on areas relating to road transportation, financial management, human resource development. He had joined the company as Director in 1974 and has been very instrumental in growth of the company over last 4 decades. He holds 330825 shares of the company in his name as on 31st March 2014.

Sri Kanhaiya Kumar Todi is also Director in the several other companies viz. Todi Projects Pvt. Ltd, Shikha Leasing & Finance Pvt Ltd, Snuk Housing & Holdings Pvt Ltd., Coastal Properties Pvt Ltd., Coastal Industrial Finance Ltd., Alps Housing & Holdings Ltd., Todi Investments Ltd., MM Udyog Ltd., Todi Services Ltd., Coastal Agro-Tech India Pvt Ltd., Udit Properties Pvt. Ltd., Todi Sons Ltd., Snuk Properties Pvt. Ltd., Syscon Logistic Services Pvt. Ltd., Satyam Merchandise Pvt. Ltd., Satabadi Agency Pvt. Ltd., Annupurna Tie-up Pvt Ltd., and Coastal Trans Logistic Pvt Ltd. He is not a member of any committee in any other company.

2. Sri Udit Todi

Sri Udit Todi, aged about 29 years has done his Masters in Finance & Investments from The University of Nottingham, UK. He has knowledge, experience and expertise on areas relating to business and financial management. He holds 144600 shares of the company in his name as on 31st March 2014.

Sri Udit Todi is also Director in the several other companies viz. Todi Projects Pvt. Ltd, Shikha Leasing & Finance Pvt Ltd, Coastal Properties Pvt Ltd., Continental Road Carriers Pvt. Ltd, CRL Supply Chain Solution Pvt. Ltd., Alps Housing & Holdings Ltd., MM Udyog Ltd., Todi Services Ltd., Coastal Agro-Tech India Pvt Ltd., Udit Properties Pvt. Ltd., Todi Sons Ltd., Snuk Properties Pvt. Ltd., Syscon Logistic Services Pvt. Ltd., Satyam Merchandise Pvt. Ltd., Satabadi Agency Pvt. Ltd., Annupurna Tie-up Pvt Ltd., and Coastal Trans Logistic Pvt Ltd. He is not a member of any committee in any other company.



3. Sri Sushil Kumar Todi

Sri Sushil Kumar Todi, aged about 57 years is a well known industrialist having knowledge, experience and expertise on areas relating to road transport, financial management, business administration, express logistic. He does not hold any shares of the company in his name as on 31st March 2014.

Sri Sushil Kumar Todi is also Director in the several other companies viz. Todi Projects Pvt. Ltd, Todi Investments Ltd., and Coastal Trans Logistic Pvt Ltd. He is not a member of any committee in any other company.

4. Sri Ashok Kumar Todi

Sri Ashok Kumar Todi, aged about 55 years is a well known industrialist having knowledge, experience and expertise on areas relating to road transportation, supply chain management and logistics. He does not hold any shares of the company in his name as on 31st March 2014.

Sri Ashok Kumar Todi is also Director in the several other companies viz. Todi Projects Pvt. Ltd, Alps Housing & Holdings Ltd., CRL Logistic Pvt Ltd., Coastal Properties Pvt. Ltd., Saveon Logistics Pvt Ltd., Dhwani Developers Ltd., and Add Properties Pvt Ltd. He is not a member of any committee in any other company.

5. Sri Om Prakash Kanoria

Sri Om Prakash Kanoria, B.Com, LLB, MBA, aged about 59 years is a well known industrialist having knowledge, experience and expertise on areas relating to flour mills, edible oil refineries, tea gardens and paper industries. He does not hold any shares of the company in his name as on 31st March 2014.

Sri Om Prakash Kanoria is also Director in the several other companies viz. Hanuman Plantations Ltd., Assam Poloi Tea Plantation Pvt. Ltd., Akshita Sri Developers Pvt. Ltd., and Meghna Projects Pvt. Ltd. He is not a member of any committee in any other company.

6. Sri Beni Gopal Daga

Sri Beni Gopal Daga, aged about 58 years is a well known industrialist having knowledge, experience and expertise on areas relating to auto parts manufacturing and engineering industries. He does not hold any shares of the company in his name as on 31st March 2014.

Sri Beni Gopal Daga is also Director of Suhal Projects Ltd and Automotive Component Manufacturers Association of India (ACMA). He is not a member of any committee in any other company.

7. Sri Dipak Dey

Sri Dipak Dey, MA, LLB, Attorney at Law, aged about 61 years is a well known practicing advocate at the Hon'ble High Court at Calcutta and Hon'ble Supreme Court of India. He has 34 years of experience in the legal arena and corporate advisory services. He does not hold any shares of the company in his name as on 31st March 2014.

Sri Dipak Dey is also a Director of Star Battery Ltd. He is not a member of any committee in any other company.

**DIRECTORS' REPORT :**

Dear Members,

Your Directors take pleasure in presenting the 46th Annual Report together with the Audited statement of Accounts for the year ended 31st March, 2014.

OPERATING RESULTS :

	2013-14 (₹ in Lacs)	2012-13 (₹ in Lacs)
Freight Earnings	5871.01	8284.79
Net Earnings	(453.39)	21.84
Less : Provision for Taxation	(51.53)	4.89
Surplus from Operations	(401.86)	16.95
Gains from extraordinary items (net of taxes)	192.31	
Net Surplus	209.55	16.95
Prior Period Adjustments	(0.89)	0.41
Balance brought forward from previous year	16.99	14.63
	(193.45)	31.99
Appropriations:		
Transfer to General Reserve	—	15.00
Proposed Dividend & Tax thereon	—	
Balance carried forward to next year	(193.45)	16.99
	(193.45)	31.99

PERFORMANCE :

The Indian economy performed poorly in the last fiscal. Faced with economic turbulence abroad and an unsupportive policy environment at home, industrial activity slowed steadily through the year, critical infrastructure projects stalled and private corporate investments lost much of their dynamism. Food prices shot up, keeping inflation and interest rates high through most of the year, while rural incomes lost momentum. Consumer demand, as a result, slowed sharply, impacting business performance and profitability across the board. The year saw steep currency depreciation in an environment where industrial activity remained in contraction mode, consumer demand continued to weaken, while lackluster capital goods production pointed to stalled investment demand.



The continued weak industrial demand coupled with supply of excess vehicles from underperforming sectors especially mining had grossly distorted equilibrium of demand and supply of vehicles leading to heavy undeployment and resultant decline in freight rates also pulled down realizations very steeply. Due to high inflation environment all input costs witnessed steep increases, HSD prices increased over 14%, third party insurance premiums recorded new highs, introduction of new toll booths and manifold increase in existing ones, collectively pushed the cost of operations. Socio-political disturbances in several states especially Andhra Pradesh, Lower parts of Assam and terrifying conditions of NH-34 connecting to North East, shut down of several bridges in Bihar resulted into vehicles getting stranded for days thereby reducing the turn arounds and fleet utilization. The collective impact was a unprecedented fall in turnover which was recorded at ₹ 5871 lacs as against ₹ 8285 lacs in the previous fiscal and the net losses during the year under review amounted to ₹ 210 Lacs as compared to the net surplus of ₹ 17 Lacs in the previous year.

Your Company is relentlessly putting all its efforts to reduce the cost and improve the operating margins and is optimistic about the future considering the past track record of your company and the anticipated political stability. With the new Union Government having thrust on infrastructure development it is likely that the logistic sector will revive very soon and your company certainly envisages opportunities of diversification into Warehousing, Logistic hubs and 3PL services which will open new avenues for changed and improved transportation service system in the time to come and will enhance 'the company's earning abilities on long term basis.

DIVIDEND :

In view of the current losses, the Directors express their inability to recommend any dividend for the year ended 31st March, 2014.

FINANCE AND ACCOUNTS :

The year witnessed a remarkable slow down in realization cycles. Borrowings from institutional lenders for fleet acquisition were serviced with commitment. The Networth of your company has been recorded at ₹1272 lacs as against ₹1482 lacs in the previous financial year.

DEPOSIT :

No Public Deposits were invited or accepted during the year under report.

AUDITORS :

M/s. Agarwal Maheswari & Co., Chartered Accountants, retires at the ensuing Annual General Meeting and are eligible for re-appointment.

**AUDITORS REPORT :**

The report of the Auditors is self-explanatory and does not call for any further comments from the Directors.

INFORMATION REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULE 1988

- A. Conservation of Energy :
The Company's operation involve no energy consumption.
- B. Form of Disclosure of particulars wrt absorption of Technology and Development of R & D:
- i) Research and Development - The Company do not have any R & D Division and Company's Operations do not require this type of establishment.
 - ii) Technology absorption, adoption and innovation - The Company has not imported any technology due to its nature of operation.

DIRECTORS :

Sri Ashok Kumar Todi and Sri Sushil Kumar Todi retire from the board by rotation at conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

In view of the recent amendments in the Clause 49 of the Listing Agreement & requirement of Companies Act, 2013 with regard to appointment and term of independent directors, all the existing non-executive independent directors i.e. Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey being eligible offer themselves for re-appointment as Independent Directors at the ensuing Annual General Meeting.

The Board of Directors of the Company is of the view that in the context of various new requirements as prescribed by Companies Act, 2013 and relevant rules framed thereunder, it would be appropriate that the present terms of the existing whole time directors including Managing Director be concluded at the ensuing Annual General Meeting and that they may be re-appointed by the members at the said Annual General Meeting in accordance with the new provisions of the law. The concerned directors i.e. Sri Kanhaiya Kumar Todi, Sri Udit Todi, Sri Sushil Kumar Todi & Sri Ashok Kumar Todi have consented for the same.

Information on the Directors' eligible for reappointment as required under clause 49 of the Listing Agreement with Stock Exchanges is disclosed in the profiles of Directors under item Nos. 5 to 11 forming part of Notice dated 22nd May 2014.

**PERSONNEL :**

The true index to a Company's success is not only its turnover and quantum of profits but its valuable human resource. The Directors sincerely thank the employees at all levels for their dedicated services and co-operation which enabled the Company to perform satisfactorily. There are no employees drawing remuneration of ₹ 5,00,000/- a month or ₹ 60,00,000/- a year and therefore no particulars in terms of Section 217 (2A) of the Companies Act, 1956 are attached to this report.

DIRECTORS' RESPONSIBILITY STATEMENT :

Statement under sub-section (2AA) of Section 217 of the Companies Act, 1956 :

In the preparation of the Annual Accounts :

- i) the applicable accounting standards have been followed and wherever required, proper explanations relating to material departures have been given.
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss 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 Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) the Accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE :

Corporate Governance Report and Management Analysis and Discussion Report pursuant to Clause 49 of the Listing Agreement with Stock Exchanges are provided in separate annexures to this report.

ACKNOWLEDGMENTS :

The Board wishes to place on record their appreciation towards the contributions made by all employees of the company and their gratitude to the Company's valued customers, bankers, vendors, and shareholders who have reposed trust and extended their constant support to the company.

On behalf of the Board of Directors

(K. K. Todi)

Chairman & Managing Director

Place : Kolkata

Date : The 22nd day of May, 2014



MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC PERSPECTIVE

The year under review faced multiple challenges: capital outflows, intense exchange rate pressures and volatile current account movement. A combination of persistent inflation, fiscal imbalances, external sector vulnerabilities and low investments resulted in sluggish domestic demand growth with an estimated growth in Indian Economy of 4.7% in Financial Year 2013-2014. The immense financial constraint faced by the industry coupled with continuous increase in the input costs has resulted in low freight availability. However, the slow GDP growth appears to have bottomed out and post election, the economic activity is expected to pick up from the second quarter of Financial Year 2014-2015.

ROAD FREIGHT TRANSPORT SECTOR

The Indian Road freight transport sector continues to remain unorganised and fragmented. The poor road infrastructure conditions, multiple check post for octroi and sales tax and unnecessary barrier in various states, delays, bureaucratic hurdles and other numerous problems make the freight industry unproductive and outmoded.

The freight rates in the country were severely affected by the political disturbances in various states and intense change in climatic conditions. Intense competition from unorganised players, the growing trend of reverse auctions and high operating costs had an adverse impact on the working of the road transport segments.

With the political instability, the construction of National Highway network which is expected to serve as a new life line the road density and quality is still uncertain. The nationwide slowdown in road development work is expected to continue. As such the benefits of running heavy payload vehicles and better road qualities that could help in reducing per tonne-km transportation cost are still far.

BUSINESS STRATEGY & OPPORTUNITIES

The process of economic reforms has brought the global markets closer to the Indian economy. The customers now have access to better quality products & services at competitive rates. Globalization and competition have given emphasis to better supply chain management, which in turn has created a market for third party logistics (3PL) service providers. A growing number of customers are outsourcing their Logistic to 3PL providers in order to concentrate on their core competencies. Your company offers integrated logistics solutions using multi-modal transportation including state of the art warehousing facilities, customized customer services and other value added services. Your Company's advanced internet based consignment tracking and enterprise wide on-line computerized systems gives it a superior edge over its rivals.



Logistics solutions have emerged as a new growth opportunity for the express cargo Industry. Manufacturing companies are increasingly outsourcing their logistics requirements from third party logistics providers. Express companies world-wide, with their inherent know-how and distribution management skills coupled with warehousing facilities and technology leanings, are in the best position to offer such value added services.

On the other hand the unorganised/semi-organised segment of the express cargo industry will face pressure on margins because of unfavorable pricing environment. The unorganised sector is mostly into the documents business, where the margins are already squeezed. This segment is heavily populated with a number of players. The entry barriers in the documents business is low and coupled with the internet revolution, the importance of quick delivery of documents has lost its significance.

Logistics - The cargo and logistics companies have identified opportunities to take up integrated logistics solutions for clients. This outsourcing would enable manufacturing companies to concentrate on their primary activities, viz, production and marketing. Outsourcing inventory management will help the customers to have lower capital tie-up, thus reducing the associated risks.

Value added services - In an industry where differentiation is easily replicated, the cargo companies need to innovate new techniques to attract customers. In this endeavor, they add value to the core product to differentiate themselves from their competitors.

RISKS AND CONCERNS

1. All India cargo companies face threat from local players who act as niche players at state and zonal level. Because of lack of regulations, the industry is crowded with too many players, which has led to unhealthy price cutting, discounts, etc. On the other hand, the entry of MNCs has added another dimension. They enjoy the patronage of MNC customers, better equipped as they are with the latest technology and skilled and trained manpower.

There is always the threat of the industry being affected by the economic slowdown. However, with the expected revival of the economy, implementation of WTO guidelines, the industry is expected to show better performance.

2. Entry of large multinationals, by way of joint ventures and/or through 100 % subsidiaries.
3. Large share of unorganised and semi-organised segment.
4. Sensitivity to economy - this industry is highly dependent on the overall economic scenario. In the mid 80's, the industry grew at a rapid pace at 30 - 35 %. This growth rate was



sustained in the 90's. But due to the general slowdown of the world economy and of the Asian economy in particular, there had been a slowdown in this industry as well, and the growth rate was sluggish.

5. The partial deregulation on diesel price is also feared to have a cascading effect on inflation.
6. These factors potentially expose the Company to any significant fluctuations in the state of the Indian economy. The Company's operations have historically shown significant resilience to the normal ups & downs of the economic and industry cycles, the threats are significant but not permanent and your Company is equipped to fight the uncertainty by exploring and working on opportunities available.
7. All the revenues from the existing operations are derived from services rendered in the Indian markets. The Company has also been making and contemplating investments in attractive segments.
8. Your Company's highly integrated and competitive operations, leading positions in domestic markets, and thrust on value addition have proved to be an effective way to mitigate the impact of genetic industry factors.

Your Company continues to follow suitable strategies to positively modify its risk profile by eliminating and significantly reducing key business risks and developing and implementing strategies to achieve that maximum possible degree of insulation from broad macroeconomics risks.

OUTLOOK

Your Company has drawn plans to

Consolidate its activities relating to logistics and to create a strong base of operations.

Devise strategies to bring operational efficiency, cost effective services and to face economic slowdown and competition.

Fine tune the operating structure, and improve the customer focus and increase the Company's competitive advantage. The new structure usher an era of efficiency and growth.

Your company will continue to focus on its key businesses by exploiting its core competence. In order to be a leading edge Company, a well-crafted strategy has been adopted entailing capitalising on the strong brand equity, optimising costs and improving operational efficiencies at all the levels. These endeavors should facilitate superior margins, despite the forecast of a challenging business environment in the immediate future.



Your Company is also in process of developing required infrastructure viz. warehouses, transshipment hubs, logistic parks etc required for multimodal transportation, composite supply chain solutions including end to end logistic services and has also initiated process of alliance with strategic partners by making joint venture agreements.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an internal control system commensurate with its size and nature of business and to meet the following objectives:

Efficient utilisation and protection of resources.

Compliance of statutory and internal policies and procedures.

Completeness, accuracy, promptness of the reports generated for all the transactions in the Company.

HUMAN RESOURCE MANAGEMENT

Your Company believes that constant training and development, and continuous learning, is necessary for ensuring retention of the best talent besides providing the Company a sustainable platform for growth in the business environment.

Training programmes have been devised to develop cross-functional skills. The objective is to provide Your Company's people with an opportunity to address areas, not only relevant to their job profile, but also for their all round development.

OVERVIEW

Large numbers of players, international as well as local, are setting up their shops in Logistics and hope to get a share of this emerging new economy business.

Your company has an edge over other players, by virtue of having strong information technology back-up and better understanding of Indian roads, local laws, customer needs etc. Your Company, being a pioneer and trendsetter in road transport and logistic industry, will always play a vital role in this industry.

SOCIAL RESPONSIBILITIES

Your Company always believes that organisational growth objective is always linked with the overall development of the society and the community at large.



Your Company has introduced a Drivers Group Accident Policy (Rashta Apatti Kavach Policy) to cover all the drivers of vehicles attached to the Company. This is a goodwill gesture to insure them in case of any unforeseen event, is being undertaken as part of the corporate social responsibility. The company has made provisions for rest rooms, sanitation and medical aids for drivers at all its major transshipment hubs across the routes on which the vehicles of the company ply. Special efforts have been initiated in collaboration with several NGOs to spread the awareness about HIV AIDS amongst drivers who are most prone to this disease.

Through its CSR wings the company also offers medical assistance and scholarship to the deserving candidates.

Human life and their safety still tops amongst the priority list of your company. Specially designed defensive driving courses are conducted to promote safety on roads. All efforts are taken to ensure no damage to human life, health and environment.



REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY

In tune with the Company's overall philosophy of excellence in all spheres of its operations it has consistently endeavored to attain the highest standards of Corporate Governance. The company firmly believes in the values of transparency, professionalism, accountability and equity in all facets of its dealings with its customers, suppliers, employees, lenders, shareholders and the society.

GOVERNANCE STRUCTURE

The Corporate Governance Structure at Coastal Roadways Limited is as follow:

- (1) Board of Directors: The Board is entrusted with the ultimate responsibility of the management, directions and, performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibility, thus ensuring management adheres to the ethics, transparency and disclosure.
- (2) Committees of the Board: The Board has constituted the following Committees viz, Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. Each of the said Committee has been mandate to operate within a given framework

BOARD OF DIRECTORS

The Board is headed by Executive Chairman and comprises of persons with considerable industrial and professional experience. During the year under review 4 (four) meetings were held on 22.05.2013, 13.08.2013, 08.11.2013 & 05.02.2014. The detailed particulars of the Directors and their attendance are as under:

Director	Director Identification Number	Category	Attendance		Other Companies			Share
			Board Meeting	Last AGM	Member	Committees		Holdings#
					Member of Board	Member	Chairman	Equity Shares of ₹ 10/- each
Mr. Kanhaiya Kumar Todi	00112633	Chairman & Managing Director	4/4	Yes	6	--	--	330825
Mr. Dipak Dey	01141084	Independent Director	4/4	Yes	1	--	--	--
Mr. Beni Gopal Daga	00307973	Independent Director	3/4	Yes	2	--	--	--
Mr. Om Prakash Kanoria	00675485	Independent Director	4/4	Yes	2	--	--	--
Mr. Sushil Kumar Todi	00309839	Whole Time Director	2/4	No	1	--	--	--
Mr. Ashok Kumar Todi	00309721	Whole Time Director	2/4	No	2	--	--	--
Mr. Udit Todi	00268484	Whole Time Director	4/4	Yes	4	--	--	144600

Shareholdings represent holdings in Director's personal capacity.
Total Shareholding of the Directors as on 31st March, 2014 - 4, 75,425 Equity Shares.



AUDIT COMMITTEE

The audit committee comprises of three non-executive independent directors Mr. Dipak Dey (Chairman), Mr. Om Prakash Kanoria and Mr. Beni Gopal Daga. The committee met 4 times Mr. Dipak Dey and Mr. Om Prakash Kanoria attended all the 4 meetings, Mr. Beni Gopal Daga attended 3 meeting.

The terms of reference of the Audit committee cover the matters specified in Clause 49 of the Listing Agreement as well as in Section 292A of the Companies Act, 1956.

The Committee's composition also meets with the requirements of Section 177 of the Companies Act, 2013. The Audit Committee's role and terms of reference has been modified by the Board on May 22nd, 2014 to cover the matters specified in Section 177 of the Companies Act, 2013 and other applicable provisions.

NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee has been constituted on 22nd May, 2014 and comprises of 3(three) non-executive independent directors, Mr. Beni Gopal Daga(Chairman), Mr. Om Prakash Kanoria and Mr. Dipak Dey and 1 (one) whole time director Mr. Kanhaiya Kumar Todi.

The Board has clearly defined terms of reference for the Nomination & Remuneration Committee, which are as follow:

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing/Whole-time Director(s) and Senior Management (one level below the Board of Directors);
- Reviewing the performance of the Managing/Whole-time Director(s)/Senior Management and recommending to the Board, the quantum of annual increments and annual commission;
- The Committee has the mandate to recommend the size and composition (including functional specialist) of the Board, establish procedures for the nomination process, and recommend candidates for selection to the Board/nominate Whole-time Director(s) and;
- Structure and design a suitable succession planning policy for the Board and Senior Management team of the Company.

REMUNERATION POLICY

a. Remuneration to Non Executive Directors

The Non-Executive Directors are paid remuneration by way of sittings Fees for each meeting of the Board of Directors attended by them. The total amount of sitting fees paid during the Financial year 2013-14 was ₹ 44000/-. The Non - Executive Independent Directors do not have any material pecuniary relationship or transaction with the Company.

b. Remuneration to Executive Directors

The appointment of Executive Directors including Chairman and Managing Director and whole-time Director shall be governed by the recommendation of Nomination & Remuneration Committee, resolution passed by the Board of Directors and shareholders of the Company. Payment of remuneration to Executive Directors shall be governed by the respective Agreements executed between them and the Company. The remuneration package of Chairman and Managing Director and whole-time Director comprises of salary, perquisites and allowances and contribution to Provident Fund as approved by the shareholders at the General Meeting. Annual increments are linked to performance and shall be decided by the Remuneration Committee and recommended to the Board for approval thereof.

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent. Presently, the Company does not have any scheme for grant of stock options or performance linked incentives for its Directors.



REMUNERATION TO DIRECTORS

The details of remuneration paid to the Directors during the year under review: -

Director	Salaries & Perquisites	Sitting Fees
Mr. Kanhaiya Kumar Todi	₹ 15,00,000/-	—
Mr. Sushil Kumar Todi	₹ 12,00,000/-	—
Mr. Ashok Kumar Todi	₹ 12,00,000/-	—
Mr. Udit Todi	₹ 12,00,000/-	—
Mr. Dipak Dey	—	₹ 16,000/-
Mr. Beni Gopal Daga	—	₹ 12,000/-
Mr. Om Prakash Kanoria	—	₹ 16,000/-

SHARE TRANSFERS

In accordance with the Clause 49 Para VI (D) of the Listing Agreement of the Stock Exchanges the Board has unanimously delegated the powers of share transfers to a committee comprising of Mr. Raja Saraogi, President, Mr. Jyotirmay Halder, Compliance Officer and M/s .S. K.Infosolutions Pvt. Ltd., Registrars and Share Transfer Agents in order to expedite the process of Share Transfers, issue of duplicate certificates, and certificates after split/consolidation/renewal and rematerialisation. This committee meets at least once in a fortnight to expedite all matters as stated earlier.

The Company confirms that there were no share transfers pending as on 31.03.2014, and all request for dematerialisation of shares as on that date were confirmed /rejected into the NSDL system.

INVESTOR GRIEVANCE / STAKEHOLDERS RELATIONSHIP COMMITTEE

The Investor Grievance Committee consisted of Mr. Kanhaiya Kumar Todi (Chairman) and Mr. Udit Todi. All investor complaints that could not be settled at the level of Company Secretary, Compliance Officer or Registrars were forwarded to this committee for final settlement. The committee meetings were held twice during the year and were attended by both the members.

The Investor Grievance Committee has been re-constituted on 22nd May, 2014 as Stakeholders Relationship Committee with Mr. Om Prakash Kanoria, non executive independent director, as its Chairman and Mr. Kanhaiya Kumar Todi and Mr. Udit Todi, whole time directors as its members with its terms of reference including matters specified in Clause 49 of the Listing Agreement and Section 178 of the Companies Act, 2013.

GENERAL BODY MEETINGS

The last three Annual General Meetings were held as under : -

<u>Financial Year</u>	<u>Date</u>	<u>Time</u>	<u>Location</u>
2010-2011	10.08.2011	11:00 AM	Kolkata
2011-2012	06.08.2012	11:00 AM	Kolkata
2012-2013	13.08.2013	11:00 AM	Kolkata

No special resolutions were required to be put through postal ballot last year nor are placed before the shareholders for approval at the ensuing meeting.



DISCLOSURES

There were no materially significant related party transactions i.e. transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc, that may have potential conflict with the interests of the company at large.

There had been no instance of non-compliance by the company on any matters related to Capital Markets as such no penalties, strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority during the last 3 years.

CODE OF CONDUCT

To emphasize the importance of ethical behavior and for protection of all stakeholders' interests, code of conduct for Directors and senior management was approved and adopted by the Board at its meeting held on 28th October, 2005.

Declaration by the Managing Director:

I hereby confirm that:

All Board members and senior managerial personnel have affirmed compliance with code of conduct for the financial year ended 31st March, 2014.

K C Tochi

Chairman & Managing Director

MEANS OF COMMUNICATION

The Quarterly, Half-Yearly and Annual results of the Company are being published in leading financial news papers in English as well as in regional language. The same is also available at web-site of stock exchange where the company is listed. The Management Analysis & Discussion Report form part of this Annual Report and is also being posted to all shareholders.

GENERAL SHAREHOLDER INFORMATION

- a) Annual General Meeting is proposed to be held on 5th August, 2014 at 11:00 AM at Calcutta Chamber of Commerce, Kolkata
- b) Financial Calendar (tentative)

- Annual Results (Audited)	22nd May, 2014
- Annual General Meeting	5th August, 2014
- Quarterly Results	Within 45 days from the end of the quarter
- c) Dates of Book Closure 23rd June, 2014 to 26th June, 2014
- d) The company's shares are listed on the Bombay Stock Exchange Ltd (Scrip Code 520131). The ISIN no. allotted to the Equity Shares is INE229E01019.
- e) Market Price data
Monthly high and low quotations as also the volume of shares traded on Bombay Stock Exchange Ltd.



Months	High (₹)	Low (₹)	Volume
April 2013	-	-	-
May 2013	19.30	19.30	100
June 2013	20.20	20.20	100
July 2013	-	-	-
August 2013	-	-	-
September 2013	19.20	19.20	100
October 2013	-	-	-
November 2013	18.25	18.25	200
December 2013	17.35	15.70	300
January 2014	14.95	12.90	600
February 2014	12.26	11.00	1500
March 2014	13.70	12.12	4400

f) Registrars & Share Transfer System

M/s .S K Infosolutions Pvt. Ltd., 34/1A, Sudhir Chaterjee Street, Kolkata - 700 006 are the SEBI Registered Registrars and Share Transfer Agents appointed by the company. All requests for transfers, splits, consolidation, dematerialisation etc may be sent directly to them or to the company's secretarial department at its corporate office at Kolkata.

g) Distribution of Share-holding as on 31st March 2014.

Shares Held	Shareholder		Shareholding	
	Number	%	Quantity	%
Upto 500	2774	91.80	392200	9.46
501 to 1000	132	4.37	118300	2.85
1001 to 2000	60	2	92300	2.23
2001 to 3000	13	0.43	32600	0.79
3001 to 4000	8	0.26	28900	0.70
4001 to 5000	8	0.26	38100	0.92
5001 to 10000	4	0.13	29100	0.70
10001 to 50000	11	0.36	347550	8.38
50001 to 100000	1	0.03	64023	1.54
100001 and above	11	0.36	3003492	72.43
Total	3022	100.00	4146565	100.00
Physical Mode	1975	65.35	475896	11.48
Electronic Mode	1047	34.65	3670669	88.52



h) Shareholding Pattern as on 31st March 2014

Category	No. of Shares	%
Indian Promoters	3109315	74.99
Mutual Funds & UTI	500	0.01
Banks, FIs and Insurance Cos.	200	0.00
Private Corporate Bodies	123550	2.98
Indian Public	799400	19.28
NRIs / OCBs	113600	2.74
Total	4146565	100.00

- i) Address for Correspondence: Shareholders correspondence should be addressed to the Registrar at address mentioned in (f) above. In case of any difficulty, Shareholders may contact Mr. Raja Saraogi, President at the Company's Corporate Office at 1/1, Camac Street, Kolkata - 700 016, Phone : 033-2217 2222 (3 Lines) or Email at coastalgroup@vsnl.net



AUDITORS CERTIFICATE

The Members - Coastal Roadways Limited

We have reviewed the compliance of conditions of Corporate Governance by Coastal Roadways Limited for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said company with Stock Exchanges.

The compliance of conditions of the Corporate Governance is the responsibility, of the management. Our examination was limited to procedures and implementations 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 explanations given to us, the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement with Stock Exchanges have been complied by the company.

No investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investors Grievance Committee.

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.

Dr. D. R. AGARWAL

Partner

Membership No.51484

For and on behalf of

AGARWAL MAHESWARI & CO.

Chartered Accountants

FRN No. 314030E

Kolkata, 22nd day of May, 2014.



**SECRETARIAL COMPLIANCE CERTIFICATE
For the Financial Year ended March 31, 2014**

To

The Members

Coastal Roadways Limited

4 Black Burn Lane

Kolkata - 700 012

Date

: May 22, 2014

CIN

: L63090WB1968PLC027373

Authorised Capital

: Rs. 5,00,00,000/-

Paid up Capital

: Rs. 4,14,65,650/-

I have examined the registers, records, books and papers of M/s. Coastal Roadways Limited as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2014. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act, and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, within the time prescribed under the Act and the rules made there under.
3. The Company being a Public Limited Company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met four times on 22nd May, 2013, 13th August, 2013, 8th November, 2013 and 5th February, 2014 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from 7th August, 2013 to 13th August, 2013 (both day inclusive) during the financial year under review.
6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 13th August, 2013 after giving due notice to the members of the company and the resolutions passed there at were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General meeting was held during the financial year under review.
8. The Company has not advanced any loans to its directors and/or persons or firms or companies referred to under section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of section 297 of the Act.



10. The Company has made necessary entries in the register maintained under Section 301 of the Companies Act, 1956.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has issued duplicate share certificates during the financial year under review.
13. The Company has:
 - (i) delivered all the certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - (ii) not declared any dividend during the year.
 - (iii) duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of directors, additional directors, alternate directors and no directors to fill causal vacancies during the financial year under review.
15. The Company has not appointed any new Whole-time Director during the financial year under review.
16. The Company has not appointed any sole selling agents during the financial year under review.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the act during the financial year under review.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares during the financial year under review. But the Company has issued Duplicate share certificates in compliance with the provisions of the Act.
20. The Company has not bought back any shares during the financial year under review.
21. There was no redemption of preference shares or debentures during the financial year under review.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any advances or unsecured loans falling within the purview of section 58A during the financial year under review.



24. The amount borrowed by the company from financial institutions, banks and others during the financial year is within the borrowing limits of the company and that necessary resolution as per section 293(1) (d) of the Act have been passed by the Company in the past.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one State to another during the year under review.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under review.
28. The Company has not altered the provisions of the Memorandum with respect to name of the company during the year under review.
29. The Company has not altered the provisions of the Memorandum with respect to the share capital of the company during the year under review.
30. The Company has not altered its Articles of Association during the financial year under review.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year under review.
33. The Company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to section 418 of the Act.

Debasish Mukhopadhyay
Practicing Company Secretary
C. P. No.: 5323

Place : Kolkata
Date : May 22, 2014



ANNEXURE - A

Statutory Registers as maintained by M/s Coastal Roadways Limited :

1. Register of Members u/s 150 (1)
2. Minute Book of meetings of Board of directors u/s 193(1)
3. Minute Book of meetings of members u/s 193(1)
4. Register of Contracts u/s 301 (3)
5. Register of Directors u/s 303 (1)
6. Register of Directors' share holdings u/s 307 (1)
7. Books of Accounts u/s 209
8. Register of Charge u/s 143

Other Registers

1. Register of Directors' Attendance
2. Register of Members' Attendance
3. Register of Transfer

ANNEXURE - B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending 31st March, 2014.

Sr. No.	Form No.	Section / Rule	Description	Details of filling	Whether filed within prescribed time yes/no	If delayed, additional fees paid yes/no
1.	66	383A	Secretarial Compliance Certificate 2012 - 2013	Date: 02/09/2013	Yes	N.A.
2.	23B	224 (1A)	Appointment of Auditors 2013 -2014	Date: 16/09/2013	Yes	N.A.
3.	23AC & 23ACA	220(1)	Balance Sheet and Profit & Loss A/c 2012-2013	Date: 17/09/2013	No	Yes
4.	20B	159 (1)	Annual Return 2012-2013	Date: 17/09/2013	Yes	N.A.

No Form / Return were required to be filed with the R.D, CLB and Central Government.

Place: Kolkata
Date: May 22, 2014

Debasish Mukhopadhyay
Practicing Company Secretary
C.P. No. : 5323



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF **COASTAL ROADWAYS LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of COASTAL ROADWAYS LIMITED ("the company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

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 of India (the "Act") read with the General Circular no. 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. 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 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the said accounts read in conjunction with Note No. 1 to 28 and subject to Note No. 23 regarding non



provisions of gratuity liabilities for ₹19,48,320/-, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

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

Report on Other Legal & Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003; as amended by 'the Companies (Auditor's Report) (Amendment) Order, 2004', issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act (hereinafter referred to as the "Order") and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

- (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement, comply with the Accounting Standards notified under the Act read with the General Circular No. 15/2013 dated September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
- (e) On the basis of written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

For AGARWAL MAHESWARI & CO.

Chartered Accountants.

FRN No. 314030E

(D. R. Agarwal)

Partner

Membership No. 051484

Kolkata, Date: May 22, 2014

**ANNEXURE TO THE INDEPENDENTS AUDITORS' REPORT**

Referred to in Paragraph 8 of the Auditors' Report of even date to the members of Coastal Roadways Limited on the financial statements as of and for the year ended March 31, 2014

1. In respect of its fixed assets:
 - (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets on the basis of available information.
 - (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
 - (c) In our opinion and according to the information and explanations given to us, no substantial part of fixed asset has been disposed during the year that can affect the going concern assumption.
2. In respect of its inventories:

The Company does not have any stock of inventory. Hence, it is not required to maintain any books of accounts in this regard.
3. The Company has not granted/taken any loans, secured or unsecured, to/from companies, firms or other parties covered in the register maintained under section 301 of the Act. Therefore, the provisions of clause 4 (iii){(b),(c) and (d) / (f) and (g)} of the said Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. (a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements that need to be entered in the register maintained under section 301 of the Companies Act, 1956 have been so entered.
 - (b) In our opinion and according to information and explanations given to us, the transactions made in pursuance of contracts or arrangements and exceeding the value of five lakhs in respect of parties during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.



6. The Company has not accepted any deposits from the public to which directives issued by Reserve Bank of India and the provisions of Sections 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under apply.
7. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
8. To the best of our knowledge and according to the information given to us, the Central Government has not prescribed the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for any services provided by the Company.
9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2014 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty and cess were in arrears, as at March 31, 2014, for a period of more than six months from the date they became payable.
10. The Company does not have any accumulated loss at the end of the financial year. The Company has incurred cash loss of ₹ 2,78,136/- during the financial year covered by our audit but not in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given to us, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank and debenture holders.
12. In our opinion and according to the explanations given to us and based on the information available no Loans and Advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
13. As the provisions of any special statute applicable to chit fund/ nidhi/ mutual benefit fund/ societies are not applicable to the Company, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
14. In our opinion the Company is not dealing in or trading in Shares, Securities, Debentures and other investments.



15. In our opinion and according to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institutions.
16. To the best of our knowledge and belief and according to the information and explanations given to us, in our opinion the term loans were used for the purpose for which they were raised.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
18. The Company has not made any preferential allotment of shares to parties and Companies covered in the Register maintained under section 301 of the Act during the year. Accordingly, the provisions of Clause 4(xviii) of the Order are not applicable to the Company.
19. The Company has not issued any debentures.
20. The Company has not raised any money by public issues during the year. Accordingly, the provisions of Clause 4(xx) of the Order are applicable to the Company.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For AGARWAL MAHESWARI & CO.

Chartered Accountants.

FRN No. 314030E

(D. R. Agarwal)

Partner.

Membership No. 051484

Kolkata, the 22nd day of May, 2014

**BALANCE SHEET AS AT 31st MARCH, 2014**

	Note	As at 31st March 2014 ₹	As at 31st March 2013 ₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	41465650	41465650
Reserves & Surplus	4	85719836	106763224
		127185486	148228874
Non Current Liabilities			
Long Term Borrowings	5	56313076	73302361
Other Non-Current Liabilities	6	153800000	153800000
Deferred Tax Liability		—	5153550
		210113076	232255911
Current Liabilities			
Short Term Borrowings	7	8500000	—
Trade Payables		3630803	7884933
Other Current Liabilities	8	1163831	9125689
		13294634	17010622
		350593196	397495407
ASSETS			
Non Current Assets			
Fixed Assets			
Gross Block	9	347220151	371037671
Less : Depreciation		163849516	158679020
		183370635	212358651
Non Current Investments	10	53600	53600
Long Term Loans & Advances	11	3196779	3198909
		186621014	215611160
Current Assets			
Trade Receivables	12	111519297	132043895
Cash & Cash Equivalents	13	11882568	13226859
Short Term Advances	14	40570317	36613493
		163972182	181884247
		350593196	397495407
Notes on Financial Statements annexed	1 to 28		

In terms of our report of even date

Dr. D. R. AGARWAL

Partner.

Membership No.51484

For & on behalf of

AGARWAL MAHESWARI & CO.

CHARTERED ACCOUNTANTS

FRN No. 314030E

Kolkata, the 22nd day of May, 2014

Shri Kanhaiya Kumar Todi - Chairman & Managing Director

Shri Dipak Dey - Director

Shri Om Prakash Kanoria - Director

Shri Udit Todi - Director



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2014

	Notes	2013-2014 ₹	2012-2013 ₹
INCOME			
Freight Services (Tax at Source ₹ 6185620/-Previous Year ₹ 5125323/-)		587100853	828478884
Other Income (Tax at Source ₹ 55950/-Previous Year ₹ 90904/-)	15	1265423	1623386
		588366276	830102270
EXPENDITURE			
Employment	16	19136291	19167064
Operations	17	568105818	760993968
Administration	18	12825405	13933927
Financial	19	7722855	6972911
Others	20	85393	120393
		607875762	801188263
PROFIT BEFORE DEPRECIATION AND TAX		(19509486)	28914007
Depreciation		25829898	26730217
PROFIT BEFORE EXTRA ORDINARY ITEM & TAX		(45339384)	2183790
Extra Ordinary Item (Net of Taxes)	21	19231350	—
PROFIT BEFORE TAX		(26108034)	2183790
Tax Expenses			
Current Year		—	320000
Earlier Year		88904	(40969)
Deferred		(5153550)	169282
PROFIT FOR THE PERIOD		(21043388)	1735477
EARNING PER EQUITY SHARE			
Basic & Diluted EPS before extraordinary items		(9.71)	0.41
Basic & Diluted EPS after extraordinary items		(5.07)	0.41

Notes on Financial Statements annexed 1 to 28

In terms of our report of even date

Dr. D. R. AGARWAL

Partner.

Membership No.51484

For & on behalf of

AGARWAL MAHESWARI & CO.

CHARTERED ACCOUNTANTS

FRN No. 314030E

Kolkata, the 22nd day of May, 2014

Shri Kanhaiya Kumar Todi - Chairman & Managing Director

Shri Dipak Dey - Director

Shri Om Prakash Kanoria - Director

Shri Udit Todi - Director



CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2014

	For the year ended 31.03.14	For the year ended 31.03.13
(₹ in Lacs)		
A Cash Flow from Operating Activities :		
Net Profit before Tax and extraordinary Items	(453.39)	21.84
Adjustments for :		
Depreciation	258.30	267.30
Interest/Dividend	(7.36)	(9.90)
Profit/Loss on Sale of Assets/Investments	(3.05)	(1.26)
Operating Profit before Working Capital changes	(205.50)	277.98
Adjustments for :		
Trade and other receivables	205.24	(402.67)
Loans and Advances	22.30	(142.71)
Trade Payables	(42.54)	(617.50)
Short Term Borrowings	85.00	—
Other Current Liabilities	(79.62)	83.01
Cash generated from operations	(15.12)	(801.89)
Direct Taxes Paid	(62.74)	(44.99)
Net Cash from Operating Activities	(77.86)	(846.88)
B Cash Flow from Investing Activities		
Purchase of fixed Assets	(97.10)	(351.32)
Sale of fixed Assets	324.05	31.25
Interest Received	7.36	9.90
Net Cash used in/ received from Investing Activities	234.31	(310.17)
C Cash Flow from Financing Activities		
Advances for Joint Venture	—	1080.00
Proceeds from Lease finance borrowings	(169.89)	(82.76)
Payment of Dividend and Dividend Tax	—	(43.37)
Net Cash used in/ received from Financing Activities	(169.89)	953.87
Net Increase/(Decrease) in Cash and Cash equivalents	(13.44)	(203.18)
Opening Cash and Cash Equivalents	132.27	335.45
Closing Cash and Cash Equivalents	118.83	132.27

In terms of our report of even date

Dr. D. R. AGARWAL

Partner.

Membership No.51484

For & on behalf of

AGARWAL MAHESWARI & CO.

CHARTERED ACCOUNTANTS

FRN No. 314030E

Kolkata, the 22nd day of May, 2014

Shri Kanhaiya Kumar Todi - Chairman & Managing Director

Shri Dipak Dey - Director

Shri Om Prakash Kanoria - Director

Shri Udit Todi - Director

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2014****1. CORPORATE INFORMATION**

The company is a company incorporated under the Companies Act, 1956. It is engaged in providing road transport services.

2. SIGNIFICANT ACCOUNTING POLICIES**A. Convention:**

The financial statements are prepared under the historical cost convention in accordance with applicable Accounting Standards and relevant requirements of the Companies Act, 1956.

B. Fixed Assets, Depreciation and Impairment:

- a) Fixed Assets are stated at Cost includes amounts added on revaluation, as reduced by and accumulated depreciation and impairment loss, if any.
- b) Depreciation on fixed assets is charged on straight line method as per schedule XIV to the Companies Act, 1956, except in case of vehicles where it is charged on the estimated life as technically assessed. Depreciation on addition is charged for half of the year irrespective of the date of additions. However, no depreciation is charged on the assets sold during the year.
- c) An asset is treated as impaired when the carrying cost of Assets exceeds its recoverable value.

C. Recognition of Income & Expenditure:

In compliance with the requirements of Accrual System of Accounting, the following standards have been set out :

- a) Freight income is accounted for on actual delivery of consignments by the Company to Customers and unqualified acknowledgements are obtained from them.
- b) Freight and Vehicle Trip Expenses are accounted when vehicles deliver the consignments to the Company at the destination.
- c) Having regard to the size of operation and the nature of complexities of company's business, in management opinion, the above are the reasonable standard of applying accrual system of accounting as required by law.

D. Investments:

Long-term investments are stated at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of long term investments.

E. Contingent Liabilities & Contingent Assets:

Contingent liabilities not provided for are disclosed by way of notes. Contingent Assets are neither accounted nor disclosed in the financial statements.

F. The previous year figures have been regrouped/ reclassified wherever necessary.



	As at 31st March 2014 ₹	As at 31st March 2013 ₹
3 SHARE CAPITAL		
Authorised		
50,00,000 Equity Shares of ₹10 each (Previous Year 50,00,000 Equity Shares)	50000000	50000000
Issued, Subscribed & Paid Up		
41,46,565 Equity Shares of ₹10 each fully paid in cash (Previous Year 41,46,565 Equity Shares)	41465650	41465650
	41465650	41465650
Out of the above 11,00,700 Equity Shares of ₹10 each allotted as fully paid up bonus shares by capitalising Rs. 1,10,07,000 out of Revaluation Reserve		
The reconciliation of the number of shares outstanding is set out below :		
	Number of Shares	Number of Shares
Equity Shares at the beginning of the year	4146565	4146565
Equity Shares at the end of the year	4146565	4146565
The details of Shareholders holding more than 5% shares		
Name of the Shareholder	Number of Shares	Number of Shares
Coastal Agro-Tech India Pvt Ltd	611486	611486
Todi Services Ltd	361755	361755
Kanhaiya Kumar Todi	330825	330825
Continental Road Carriers Pvt Ltd	318450	318450
M M Udyog Ltd	296939	296939
Coastal Properties Pvt Ltd	287905	287905
Shikha Leasing & Finance Pvt Ltd	224480	224480



		As at 31st March 2014 ₹	As at 31st March 2013 ₹
4	RESERVES & SURPLUS		
	Securities Premium (a)	19996302	19996302
	General Reserve		
	As per last Balance Sheet	85068554	83568554
	Add : Amount Transferred from Statement of Profit & Loss	—	1500000
	(b)	85068554	85068554
	Surplus in the Statement of Profit & Loss		
	As per last Balance Sheet	1698368	1462891
	Add : Profit for the year	(21043388)	1735477
		(19345020)	3198368
	Less : Appropriations		
	Transferred to General Reserve	—	1500000
		—	1500000
	Carried forward to next year (c)	(19345020)	1698368
	Total (a+b+c)	85719836	106763224
5	LONG TERM BORROWINGS		
	Deferred payment credits		
	For purchase of vehicles under installment arrangements against hypothecation thereof	56313076	73302361
		56313076	73302361
6	OTHER NON CURRENT LIABILITIES		
	Contributions for Joint Venture	153800000	153800000
		153800000	153800000
7	SHORT TERM BORROWINGS		
	Loans repayable on demand from Bank, secured against deposits	8500000	—
		8500000	—
8	OTHER CURRENT LIABILITIES		
	Sundry Advances	254500	300500
	Unclaimed Dividend	715184	717559
	Advance from Director	—	8000000
	Other Payables	194147	107630
		1163831	9125689



9. FIXED ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	COST AS ON 01.04.2013 ₹	ADDITIONS ₹	SALES / ADJUSTMENTS ₹	COST AS ON 31.03.2014 ₹	UPTO 31.03.2013 ₹	FOR THE YEAR ₹	ADJUSTED DURING THE YEAR ₹	UPTO 31.03.2014 ₹	AS ON 31.03.2014 ₹	AS ON 31.03.2013 ₹
TANGIBLE ASSETS :										
Freehold Land	18393400	—	9987400	8406000	—	—	—	—	8406000	18393400
Leasehold Land	3727000	—	—	3727000	—	—	—	—	3727000	3727000
Buildings	34351602	—	—	34351602	9648704	559931	—	10208635	24142967	24702898
Furniture & Fittings	4410808	—	—	4410808	4217396	48353	—	4265749	145059	193412
Office Equipments	11933662	—	—	11933662	8086140	566849	—	8652989	3280673	3847522
Heavy Commercial Vehicles	282560228	9032670	22803581	268789317	129996962	23280123	20286794	132990291	135799026	1525663266
Light Commercial Vehicles	2768579	—	736862	2031717	1498408	193013	372608	1318813	712904	1270171
Motor Cars	11958021	677653	—	12635674	4340865	1168201	—	5509066	7126608	7617156
Scooters	768361	—	—	768361	727830	10133	—	—	30398	40531
Chain Pulleys	166010	—	—	166010	162715	3295	—	—	—	3295
TOTAL	371037671	9710323	33527843	347220151	158679020	25829898	20659402	163849516	183370635	212358651
PREVIOUS YEAR	354354807	35132193	18449329	371037671	147398738	26730217	15449935	158679020	212358651	206956069



	As at 31st March 2014 ₹	As at 31st March 2013 ₹
10 NON CURRENT INVESTMENTS (AT COST)		
Quoted		
Equity shares of ₹10/- each 13400 Incab Industries Ltd. (Market Value Rs.NIL, Previous Year Rs. NIL)	53600	53600
	53600	53600
11 LONG TERM LOANS & ADVANCES (Considered Good)		
Advance to Transport Associations for allotment of Land	2100200	2100200
Deposits with Government Departments	529530	528760
Deposits with Others	567049	569949
	3196779	3198909
12 TRADE RECEIVABLES		
Unsecured		
Debts Exceeding six months Considered Good	1631668	3457909
Considered Doubtful	284382	309725
	1916050	3767634
Other Debts Considered Good	109603247	128276261
	111519297	132043895
13 CASH & CASH EQUIVALENTS		
Cash in Hand	1413386	1468043
With Scheduled Banks		
Current Accounts	6499403	5484847
Fixed Deposits (Note - 25)	3254595	5556410
Unclaimed Dividend Accounts	715184	717559
	10469182	11758816
	11882568	13226859



	As at 31st March 2014 ₹	As at 31st March 2013 ₹
14 SHORT TERM ADVANCES		
(Considered Good)		
Advances recoverable in cash or in kind or for value to be received or pending adjustments (includes ₹ 7588582/-, previous year ₹ 11236950/- being interest on future installments of Hire Purchase Contracts)	24515776	26752717
Prepaid Taxes (net of provisions)	15405194	9219919
Advances to Staff	649347	640857
	40570317	36613493
	2013-2014 ₹	2012-2013 ₹
15 OTHER INCOME		
Interest (Tax deducted at Source ₹ 55950/- previous year ₹ 90904/-)	735578	990327
Profit on sale of Depreciable Assets	305459	125606
Agricultural Income(Net)	224386	507453
	1265423	1623386
16 EMPLOYMENT EXPENSES		
Salaries	16649461	16678506
Employer's Contribution to P.F. & Other Funds	1035531	1005214
Gratuity	689613	561488
Staff Welfare Expenses	761686	921856
	19136291	19167064
17 OPERATION EXPENSES		
Freight Services	238438948	456408173
Vehicles Trip Expenses	258299178	221915156
Delivery & Collection	15278541	25120996
Vehicles' Taxes, Permits & Insurance	12176477	12952147
Tyres & Tubes	16565866	18819646
Vehicles' Repairs	27346808	25777850
	568105818	760993968



	2013-2014	2012-2013
	₹	₹
18 ADMINISTRATION EXPENSES		
Rent	566335	537002
Rates & Taxes	375320	744204
Printing & Stationery	562490	642540
Travelling	2528645	2466473
Conveyance	1341415	1322110
Motor Car Maintenance	703001	617626
Scooter Maintenance	240640	252962
Information Technology Expenses	1436500	1846904
Electricity	789352	872102
Postage & Telegrams	228646	331016
Telecommunications	1063866	1088618
Advertisement	84132	90187
Legal & Profesional Charges	484057	263354
Office Maintenance & Upkeep	2105877	2401716
Miscellaneous Repairs	10000	239433
Directors' Fees	44000	52000
Bank Charges	261129	165680
	12825405	13933927
19 FINANCIAL EXPENSES		
Hire Purchase Charges	7722855	6972911
	7722855	6972911
20 OTHER EXPENSES		
Donation	—	35000
Auditors Remuneration		
Audit Fees	67416	67416
In other Capacity	17977	17977
	85393	120393



21. Extra Ordinary Item amounting to ₹ 1,92,31,350/- (Previous year NIL) during the year represent gain on sale of freehold rural agricultural land at Pethredi, Haryana.

22. Contingent Liability not provided for:

In respect of counter guarantees outstanding ₹ 1,05,50,000 /-(Previous year ₹ 45,00,000/-) given to company's bankers against performance guarantees issued by them to customers.

23. Employee benefits of short term nature comprising leave and medical benefits are recognized as expense as and when it accrues. Employee benefits of long term nature comprising gratuity were being accounted for on cash basis. On 20.03.2014 the company has received approval of the Income Tax Authorities for entering into a Group Gratuity Scheme with the Life Insurance Corporation of India. The present value of unprovided Gratuity as computed by LIC Actuaries amounted to ₹ 24,53,320/- (Previous Year ₹ 23,56,392/-) which has to be paid in 5 years against which the company has paid ₹ 5,05,000/- to the Coastal Roadways Limited Employees' Gratuity Fund during the year ended 31.03.2014.

24. Directors' remuneration:

	<u>2014</u>	<u>2013</u>
Salary & Allowances	51,00,000	51,00,000
Contribution to Provident fund	4,68,000	4,68,000
Sitting Fees	44,000	52,000
	-----	-----
	56,12,000	56,20,000
	-----	-----

25. Fixed Deposits with Banks include ₹ 23,94,141/- (previous year ₹ 27,32,334/-) with maturity of more than 12 months being deposits under lien with bank as margin money against non-funded credit facilities.

26. Expenditure on foreign travel ₹ 10,01,445/- (Previous year ₹ 7,30,993/-) includes expenditure in foreign currency ₹ 6,35,312/- (previous year ₹ 2,64,719/-).

27. During the year an amount of ₹ 83,90,322/- (Previous year ₹ Nil) is estimated to be Deferred Tax Assets on account of unabsorbed depreciation and current business loss. However the same has been recognised only to the extent of accumulated deferred tax liability already provided for in the books as on 31.03.2013 i.e. ₹ 51,53,550/- on account of timing difference for which there is a reasonable certainty of realization.



28. Disclosure pursuant to Accounting Standard AS-18 on "Related Party Disclosure" issued by the Institute of Chartered Accountants of India :-

Related Parties

(a) Where Control Exists	N.A.
(b) Associates & Joint Ventures	<ol style="list-style-type: none"> 1. Todi Services Ltd 2. Snuk Properties Pvt Ltd 3. Syscon Logistic Services Pvt Ltd 4. Anupurna Tie Up Pvt. Ltd.
(c) Key Management Personnel	<ol style="list-style-type: none"> 1. Shri Kanhaiya Kumar Todi 2. Shri Sushil Kumar Todi 3. Shri Ashok Kumar Todi 4. Shri Udit Todi
(d) Relatives of Key Management Personnel	Smt.Shikha Todi (wife of Shri Kanhaiya Kumar Todi)
(e) Other Related Parties	N.A.

Details of Related Party Transactions

Related Party	Nature of Transaction	Amount (₹)	Outstanding as on 31.03.2014
Associates & Joint Ventures	Contribution for Joint Venture	15,38,00,000/-	15,38,00,000/-
Key Management Personnel	Directors Remuneration	51,00,000/-	NIL
	Rent	25,320/-	NIL
Relatives of Key Management Personnel	Rent	29,472/-	NIL

Dr. D. R. AGARWAL

Partner.

Membership No.51484

For & on behalf of

AGARWAL MAHESWARI & CO.

CHARTERED ACCOUNTANTS

FRN No. 314030E

Kolkata, the 22nd day of May, 2014

Shri Kanhaiya Kumar Todi - Chairman & Managing Director

Shri Dipak Dey - Director

Shri Om Prakash Kanoria - Director

Shri Udit Todi - Director



COASTAL ROADWAYS LIMITED

CIN : L63090WB1968PLC027373
Registered Office : 4 Black Burn Lane,
Kolkata – 700 012

ATTENDANCE SLIP

DPID
Client ID
Member/Proxy

Folio No.
No. of Shares

NAME AND ADDRESS OF THE SHARE HOLDER/PROXY

I hereby record my presence at the **46th ANNUAL GENERAL MEETING** of the company held on **Tuesday, 5th day of August 2014 at 11:00 AM** at the Calcutta Chamber of Commerce, Stephen Court, 18H Park Street, Kolkata – 700 071.

Note: Shareholder/Proxy holder wishing to attend the meeting must bring the Admission slip to the meeting and hand it over at the entrance duly signed.

(Signature of Shareholder/Proxy)



COASTAL ROADWAYS LIMITED

CIN : L63090WB1968PLC027373
Registered Office : 4 Black Burn Lane,
Kolkata – 700 012

PROXY FORM

Name of the member	Email ID
Registered Address	Folio No/Client ID
	DP ID

I/We, being the member(s) holding _____ shares of Coastal Roadways Limited, hereby appoint :

- 1) _____ of _____ or failing him
- 2) _____ of _____ or failing him
- 3) _____ of _____ and whose

specimen signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **46th ANNUAL GENERAL MEETING** of the company held on **Tuesday, 5th day of August 2014** at 11:00 AM at the Calcutta Chamber of Commerce, Stephen Court, 18H Park Street, Kolkata – 700 071 and at any adjournment thereof in respect of such resolutions as indicated below :

* I/We wish my/our proxy vote in the manner as indicated in the box below :

Resolutions	For	Against
1. Consider and adopt financial statement, Report of the Board of Directors and Auditors		
2. Re-Appointment of Sri Ashok Kumar Todi, who retires by rotation		
3. Re-Appointment of Sri Sushil Kumar Todi, who retires by rotation		
4. Appointment of Auditors and fixing their remuneration		
5. Re-appointment of Sri Kanhaiya Kumar Todi as Managing Director		
6. Re-appointment of Sri Udit Todi as Whole Time Director		
7. Re-appointment of Sri Sushil Kumar Todi as Whole Time Director		
8. Re-appointment of Sri Ashok Kumar Todi as Whole Time Director		
9. Appointment of Sri Om Prakash Kanoria as Independent Director		
10. Appointment of Sri Beni Gopal Daga as Independent Director		
11. Appointment of Sri Dipak Dey as Independent Director		
12. Adoption of New Articles of Association of the Company		

Signed this _____ day of _____ 2014

Signature of Shareholder

Affix
Revenue
Stamp

Signature of 1st proxy holder

Signature of 2nd proxy holder

Signature of 3rd proxy holder

Please refer to notes printed overleaf.

NOTES :

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. **A Proxy need not be a member of the company.**
3. * - This is only optional. Please put a "X" in the appropriate columns against the resolutions indicated in the box. If the leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



CIN : L63090WB1968PLC027373
Registered Office : 4 Black Burn Lane,
Kolkata – 700 012

Name of the sole / first named member

Address of sole / first named member:

Registered folio no.

DP ID no. / Client ID no.*

Number of shares held

Dear member,

Subject : Process and manner for availing E-voting facility

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting to be held on Tuesday, August 5, 2014, at 11:00 a.m. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facilities. The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password / PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
30.07.2014	31.07.2014

Please read the instructions printed overleaf before exercising the vote.

These details and instructions form integral part of the Notice for the Annual General Meeting to be held on August 5, 2014.

INSTRUCTIONS FOR E-VOTING

Members are requested to follow the instructions below to cast their vote through e-voting:

- a. User ID and Password for e - voting is provided in the table given on the face of this annexure to AGM Notice. Please note that the Password is an Initial Password.
- b. Launch the internet browser by typing the following <https://www.evoting.nsd.com>.
- c. Click on "Shareholder-Login"
- d. Put user ID and Password noted in step (a) above as the initial password. Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
- e. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- f. Home page of "e-voting" opens. Click on "e-voting" : Active Voting Cycles.
- g. Select "EVEN (E-Voting Event Number)" of Coastal Roadways Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- h. Now you are ready for "e-voting" as "Cast Vote" Page opens.
- i. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
- j. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at : Dmaa64@yahoo.co.in with a copy marked to evoting@nsdl.co.in. You can also forward the documents at the Company's email ID: coastalgroup@vsnl.net.
- k. Once the vote on a resolution is cast by the shareholder he/she shall not be allowed to change it subsequently.
- l. In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "downloads" section of <https://www.evoting.nsd.com> or contact NSDL by email at evoting@nsdl.co.in

Registered Office of the Company:

4 Black Burn Lane

Kolkata – 700012, West Bengal

Corporate Identity Number: L63090WB1968PLC027373

Phone: 91 33 22172222, Fax: 91 33 22172345

E-mail: coastalgroup@vsnl.net , Website: www.coastalroadways.com

Share Transfer Agents:

M/s. S. K. Infosolutions Pvt. Ltd.

Unit: Coastal Roadways Limited,

34/1A Sudhir Chatterjee Street, Kolkata - 700006.

Phone: 91-33-2219 6797, Fax: 91-33-2219 4815, Email: skcdilip@gmail.com

BY COURIER

If undelivered, please return to:

COASTAL ROADWAYS LIMITED

1/1, Camac Street, 5th Floor, Kolkata-700016

