

TRANSFORMING OPPORTUNITIES INTO RESULTS



ANNUAL
REPORT
2012-13



Contents

- 01 Introduction
- 02 Chairman's Message
- 04 Corporate Information
- 05 Notice
- 12 Directors' Report
- 16 Management Discussion and Analysis
- 20 Corporate Governance Report
- 37 Auditors' Report
- 42 Financials
- 60 Consolidated Auditors' Report
- 61 Consolidated Financials
- 79 Statement Pursuant to Section 212





Introduction

Era Buildsys Limited, formerly known as Era E-Zone (India) Limited was incorporated in 1993. The company pursuant to the Scheme of Arrangement/Amalgamation of Era Buildsys Limited (transferor company) with Era E-Zone (India) Limited (transferee company) duly approved by Hon'ble High Court of Delhi, vide its Order dated 31st July, 2013, has changed its name to Era Buildsys Limited w.e.f. 1st November, 2013. The Company represents Pre-engineered mega steel structure, entertainment and hospitality arm of Era Group.

Era Buildsys reflects the integration of operational scale and financial synergies of two different segment companies and is expected to deliver high end entertainment and Pre-Engineered Building solutions.





Chairman's Message

Dear Shareholders,

I welcome you to Era Buildsys, Annual Report. I am pleased to present yet another year of good performance. Over the years the Company was engaged in Multiplex industry, but now with the advent of Merger the Company enters the Indian PEB industry which has evolved from simple warehouses to complex heavy & complex industrial buildings in the last 12-15 years. The market for pre-fabricated steel members has also diversified from industrial buildings to commercial buildings, composite steel bridges for highways & railways, high rise apartments and office buildings etc. Innovative technology coupled with latest design soft-wares are leading to optimum utilization of steel members and this has been the driving factor for the growth of this industry. As a result we are seeing creative architectural views of industrial and commercial buildings using PEBs techniques, with drastic cut down in the steel consumption as well as reduced completion time.

The Multiplex industry has also emerged as one of the fastest growing sectors in India. The nation's multiplex industry is all set for boom. At present the number of screens stands at around 1625 but keeping in view the growth momentum of this industry the totality of multiplexes screens is expected to cross 2200 mark by 2016. The growth story of the multiplex business is an never ending one as over 1000 films are produced every year in more than 20 languages out of which, the 'Bollywood' alone releases a minimum of 200 films. In fact, Bollywood and cricket are considered to be two major religions for viewers in India.

PEB industry and Multiplex industry are the two main stream line of business carried out by the Company and it provides a perfect blend covering the ever new and ever growing market segment of the Indian economy.

PEB Industry

Indian PEB industry has evolved from simple warehouses to complex heavy & complex industrial buildings in the last 12-15 years. The market for prefabricated steel members has also diversified from industrial buildings to commercial buildings, composite steel bridges for highways & railways, high rise apartments and office buildings etc.

With Government's decision to clear over 1.5 lakh crore stalled investment in power & infrastructure sector the demand for shop fabricated steel will increase many folds. Besides, with major investment in the infrastructure sector like DFCC (Dedicated Freight Corridor Corporation) project having Eastern & Western Corridors of approximately 2500 KM length, various ROBs and Bridges are planned in the near future composite Steel bridge girders.

PEB industry in India is still at nascent stage and projected to grow at more than 20% every year. Indian market has always been price sensitive and an important factor in the success of PEBs has been cost saving on overall project due to light structures and reduction in overall duration of the project.

ERA Buildsys Limited has made a leading name in PEB Industry in India. With two state of the art manufacturing facilities in Pantnagar (Uttarakhand) and Nagpur (Maharashtra) having combined machine installed capacity of 2,50,000 MT per annum being one of the highest in the country. EBL has added to the growth of the country being associated with heavy industrial sheds, Railways, Defence, Power plants etc. for supply of steel structure. In its pursuit to touch and develop every aspect of Infrastructure, Era Buildsys Limited has successfully fabricated over 40000 MT of steel girders used in various Steel Composite Bridges all across the country.

Multiplex

Redefining the way we enjoyed the silver screen, multiplexes have driven a revolution with their online or phone booking of tickets, perfumed auditoria, plush bucket seats and state-of-the-art audio and projection systems. For the Mall developers, Multiplexes are a way to ensure footfalls. India's multiplex bandwagon has gone beyond the metros to redefine entertainment in B and C class towns. We, at Era Cinemas follow the same strategy. With 4 cinemas and 9 screens operational across Meerut, Ajmer and Jaipur and with one more cinema to come at Dharuhera, Haryana, we have redefined the cinematic experience in the smaller cities.

Future Prospects

As it is only nascent stage for PEB in Indian market, there are plenty of opportunities in Industrial, commercial, High rise residential segments. We are going to be first to get into real estate sector, using cutting edge technology, experienced men power and world class manufacturing setup in India. Era Buildsys Limited has been pioneer in providing high rise Pre Engineered Buildings.

With our strength of Engineering, Production capacity and expertise in diverse sectors from industrial to real estate, from railways to Highways, we look forward to become leader in the PEB sector in India in coming days and assure you that with the business initiatives your company is poised to grow and garner increased customer satisfaction.

Along with this, the focus will remain intact on the booming opportunities in Indian Multiplex industry .

Lastly, I would thank all our stakeholders for their continued patronage, our Board of Directors for their expert guidance and most importantly our colleagues for their valued contributions in the past years.

H.S. Bharana
Chairman



CORPORATE INFORMATION

H.S. Bharana
Chairman

S. D. Sharma
Director

S. D. Kapoor
Director

Amit Bharana
Whole-time Director

Anil Kumar Seth
Whole-time Director

Kapil Kumar
Company Secretary

Head Office:
C- 56/41, Sector – 62, Noida – 201 303

Auditors:
P. C. Bindal & Co.
Chartered Accountants

Bankers : State Bank of India
CAG Branch, Tolstoy Marg, New Delhi (Lead Bank)

State Bank of Patiala
Commercial Branch, Janpath Road, New Delhi

State Bank of Mysore
Nehru Place, New Delhi

Bank of Bahrain & Kuwait
Nariman Point, Mumbai

ICICI Bank Limited
Pragati Vihar, New Delhi

Regd. Office:
B-39, Ground Floor, Friends Colony (West),
New Delhi-110065

Registrar & Share Transfer Agent
Beetal Financial & Computer Services Pvt. Ltd.
99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi – 110 020

Investors Help:
E-mail: investors@eragroup.in



NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF ERA BUILDsys LTD. WILL BE HELD ON SATURDAY, THE 30TH DAY OF NOVEMBER, 2013 AT 10.30 A.M AT EXECUTIVE CLUB, 439, VILLAGE SHAHOORPUR, P.O. FATEHPUR BERI, NEW DELHI-110074 TO TRANSACT THE FOLLOWING BUSINESS (ES):

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2013 and the Profit and Loss Account and Cash Flow Statement for the financial year ended on that date together with reports of the Auditors' and Directors' thereon.
2. To appoint a Director in place of Mr. S.D. Kapoor, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification, the following resolution as **Ordinary Resolution:**

"RESOLVED THAT Mr. A.K. Seth be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the company be and is hereby accorded to the appointment and remuneration of Mr. A.K. Seth as a Whole Time Director of the company for a tenure of Three years effective from 05.11.2013 to 04.11.2016, on a remuneration, i.e. salary & perquisites taken together not exceeding Rs. 4,00,000/-(Rupees Four Lac) per month."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profit, the salary and perquisites payable to Mr. A.K. Seth shall not exceed such sums as may be allowed under Schedule XIII of Companies Act, 1956, in any financial year."

"RESOLVED FURTHER THAT the Board of Director of the company be and is hereby authorized to do all such acts, deeds, matters and things in its absolute discretion, it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give any effect to the foregoing resolution as may be otherwise considered by it to be in the best interest of the company."

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

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the company be and is hereby accorded to the appointment and remuneration of Mr. Amit Bharana as a Whole Time Director of the company for a tenure of Three years effective from 05.11.2013 to 04.11.2016, on a remuneration, i.e. salary & perquisites taken together not exceeding Rs. 4,00,000/-(Rupees Four Lac) per month."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profit, the salary and perquisites payable to Mr. Amit Bharana shall not exceed such sums as may be allowed under Schedule XIII of Companies Act, 1956, in any financial year."

"RESOLVED FURTHER THAT the Board of Director of the company be and is hereby authorized to do all such acts, deeds, matters and things in its absolute discretion, it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give any effect to the foregoing resolution as maybe otherwise considered by it to be in the best interest of the company."

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

"RESOLVED THAT in supersession of the earlier resolution passed, if any, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company pursuant to Section 180(1)(c) of Companies Act, 2013 all and other applicable provisions of the Companies Act, 2013 & the Companies Act 1956, for borrowing from time to time, any sum or sums of money which together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), shall not exceed in the aggregate at any onetime Rs. 1,000.00 Crores (Rupees One Thousand Crores Only) irrespective of the fact that such aggregate of borrowing outstanding at any one time may exceed the aggregate for the time being of the Paid Up Capital of the Company and its free reserves."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be required for the purpose of giving effect to this resolution."

By Order of the Board of Directors
For Era Buildsys Ltd.
[Formerly known as Era E-Zone (India) Limited]

Place : Noida
Date : 5th November, 2013

(Kapil Kumar)
Company Secretary

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM DULY COMPLETED AND SIGNED SHOULD REACH AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ATTACHED HEREWITH.**
2. The Statement pursuant to section 102 of the Companies Act, 2013 setting out all material facts in respect of special businesses of the Notice is attached.
3. Members requiring information about the Accounts to be explained at the meeting are requested to send their queries at least ten days prior to the meeting at the Registered Office of the Company.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd November, 2013 to 30th November, 2013 (both days inclusive).
5. Members/proxy-holders are requested to produce at the entrance the attached Admission Slip duly completed and signed for admission to the meeting hall.
6. Corporate Members are requested to send a duly certified copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. Members are requested to register their e-mail addresses through their depository Participant where they are holding their Demat Accounts for sending the future communications by e-mail. Members holding the Shares in Physical form may register their e-mail at Company's registered office or Company's email address at investors@eragroup.in.
8. The Members are requested to notify any change of address to (i) The depository participant in respect of their Demat account and (ii) The Registrar and Share Transfer Agent, M/s. Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062 in respect of their physical shares. Members are also requested to quote ledger folio no. or DP ID & Client ID in their correspondences.
9. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
10. All documents as are mentioned in Notice containing draft resolution are open for inspection at the registered office during the business hours up to the date of this Annual General Meeting.
11. Information regarding Director(s) to be appointed/re-appointed at this Annual General Meeting pursuant to clause 49 of the Listing Agreement are as under:

| Name of Directors | Mr. S.D. Kapoor | Mr. Amit Bharana | Mr. A.K. Seth |
|---------------------------------|---|--|--|
| Date of Birth | 01.08.1946 | 17.10.1981 | 17.12.1961 |
| Date of appointment | 01.12.2007 | 29.09.2008 | 05.11.2013 |
| Expertise in specific areas | Mr. S. D. Kapoor is having more than 30 years of experience in various fields. He also served as a Chairman of MMTC Ltd and Neelachal Ispat Nigam Limited. | Mr. Amit Bharana has worked with various service industries. | Mr. A.K. Seth has 27 years of rich experience with premier consultancy groups like Engineers India Ltd, on mega projects. He has served Military engineer services on senior positions and designed many sensitive & prestigious projects. |
| Qualifications | MBA from University of Leeds, UK and B.Sc in (Met. Engineering). | BBA (Hons.) from Thames Valley University UK and MBA from Central Queensland University, Australia and also holds Diploma in Import and Exports Management from Foreign Trade Development Centre, New Delhi. | B.E CIVIL, NIT Bhopal, specialization in Structural Engineering, CME Pune |
| Directorship in other Companies | <ol style="list-style-type: none"> 1. Era Infra Engineering Limited 2. IL&FS Infrastructure Development Corporation Limited 3. VISA Resources India Limited {Formerly known as Visa Comtrade Limited} 4. Visa Steel Limited 5. Hindustan Door-Oliver Limited 6. Visa Bao Limited 7. Era Infrastructure (India) Limited | <ol style="list-style-type: none"> 1. Voice Realtech Private Limited 2. Voice Builders Private Limited 3. Jamvant Estates Private Limited 4. Bhisham Infrastructure Private Limited 5. Pawan Doot Estate Private Limited 6. Impulse Probuild Private Limited 7. Bareilly Highways Project Limited 8. Xema Infrastructure Private Limited 9. Haridwar Highways Project Limited 10. West Haryana Highways Projects Private Limited 11. Dehradun Highways Project Limited 12. Era Housing And Developers India Limited 13. Rampur Highways Project Limited 14. Buniyad Dwelling Private Limited | International Public School Limited |