

Growth in fashion retail



BRANDHOUSE RETAILS LIMITED FIFTH ANNUAL REPORT : 2008-2009



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BOARD OF DIRECTORS

Nitin S. Kasliwal	Chairman
Jyoti N. Kasliwal	Director
Dr. A. C. Shah	Director
Anish Modi	Director (Nominee of India Debt Management Private Limited)
Denys Firth	Director (Nominee of India Debt Management Private Limited)
Dara D. Avari	Director
Tarun Joshi	Managing Director

COMPANY SECRETARY

Pulak Banerjee

AUDITORS

M/s. Haribhakti & Co., Chartered Accountants

M/s. Malpani & Associates, Chartered Accountants

REGISTRAR & TRANSFER AGENT

Datamatics Financial Services Limited

Plot No. A 16 & 17 MIDC, Part B Crosslane,

Marol, Andheri (E), Mumbai - 400 093

REGISTERED OFFICE

"Avadh" Avadhesh Parisar, Shree Ram Mills Premises,

G. K. Marg, Worli, Mumbai – 400 018

<http://brandhouseretails.com>

BANKERS

Bank of India

IDBI Bank Limited

Union Bank of India

BRANDHOUSE
R E T A I L S

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NOTICE

NOTICE is hereby given that the Fifth Annual General Meeting of the members of BRANDHOUSE RETAILS LIMITED will be held on Thursday, September 24, 2009 at 4:30 p.m. at Walchand Hirachand Hall, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai – 400 020 to transact the following business:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2009 and the Balance Sheet as at that date together with the Report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Dr. A. C. Shah, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Anish Modi, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration.
5. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mrs. Jyoti N. Kasliwal, who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice from a member proposing her candidature for the office of Director under section 257 of the Companies Act, 1956, be and is hereby appointed as Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT pursuant to Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") read with Schedule XIII of the Act, the re-appointment of Mr. Tarun Joshi as the Managing Director of the Company for a further period of 5 years with effect from April 01, 2009 be and is hereby approved on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting."

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

"RESOLVED THAT pursuant to Section 314 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), consent of the members of the Company, be and is hereby accorded to the appointment of Mr. Kartikeya N. Kasliwal, son of Mr. Nitin S. Kasliwal, Chairman and Mrs. Jyoti N. Kasliwal, Director, as General Manager (Retail Operations) of the Company with effect from July 1,

2009 at a remuneration of Rupees Forty Five Thousand per month inclusive of all usual allowances and benefits and to his holding and continuing to hold an office of profit as such in the Company.

RESOLVED FURTHER THAT pursuant to Section 314 (1B) of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government, consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Kartikeya N. Kasliwal for holding office of profit in the Company for an amount not exceeding Rupees one lac per month as General Manager (Retail Operations) with effect from January 1, 2010 and to his holding and continuing to hold an office of profit in the Company at such increased remuneration.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary for giving effect to this resolution."

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

"RESOLVED THAT pursuant to section 163(1) and other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), the consent of the members of the Company be and is hereby accorded for keeping the Register of Members, Index of Members, Register of Debenture-holders, Index of Debenture-holders and/or copies of all Annual Returns prepared and filed by the Company with the Registrar of Companies (RoC) pursuant to section 159 of the Act together with relevant certificates and documents annexed thereto pursuant to section 161 of the Act, or any or more of them at Datamatics Financial Services Limited, the Registrar and Transfer Agents (RTA) of the Company having their office at A16 & 17, MIDC Part B Crosslane, Marol, Andheri (East), Mumbai 400 093.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary for giving effect to this resolution."

By Order of the Board
For BRANDHOUSE RETAILS LIMITED

Pulak Banerjee
COMPANY SECRETARY

Place: Mumbai
Date: July 25, 2009

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 in his place and the proxy need not be a member of the Company. The duly executed instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Resolution of the Board of Directors authorising such representative to attend and vote on their behalf at the Meeting.
3. Members are requested to bring their Attendance Slips along with their copy of Annual Report to the Meeting.
4. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Numbers in the attendance slip for attending the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. In terms of Section 255 and 256 of the Companies Act, 1956 and the Articles of Association of the Company, Dr. A. C. Shah and Mr. Anish Modi, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Brief details of these Directors including their directorships in other companies and memberships/chairmanships of Board Committees are provided hereunder as Annexure to this Notice.
7. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the special business to be transacted at the meeting is annexed hereto.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting.
9. The Register of Members and Transfer Books of the Company shall remain closed from Tuesday September 15, 2009 to Thursday September 24, 2009 (both days inclusive) for the purpose of the Annual General Meeting.
10. Members holding shares in physical form in multiple folios with identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer Agents, M/s. Datamatics Financial Services Limited, for consolidation into a single folio.
11. Non-Resident Indian Members are requested to inform the Company's Registrar and Transfer Agents, M/s. Datamatics Financial Services Limited, immediately of :
 - a) Change in their Residential status on return to India for permanent settlement.
 - b) Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with Pin Code Number, if not furnished earlier.

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

Item No. 5

Mrs. Jyoti N. Kasliwal had resigned from the employment of the Company as Whole-time Director with effect from January 01, 2009. However, Mrs. Jyoti N. Kasliwal was appointed as Additional Director of the Company by the Board at its meeting held on January 28, 2009.

Pursuant to the provisions of Section 260 of the Companies Act, 1956 ("the Act") Mrs. Jyoti N. Kasliwal will

hold office of Director upto the date of the ensuing Annual General Meeting. The Company has received a notice from a member in writing along with deposit of Rs.500/- proposing the candidature of Mrs. Jyoti N. Kasliwal for the office of Director of the Company under the provisions of Section 257 of the Act. Mrs. Kasliwal is not disqualified from being appointed as Director in terms of Section 274(1)(g) of the Act.

Mrs. Jyoti N. Kasliwal has a Bachelors degree in Economics. She has extensive experience in publicity, marketing and brand building. She is also a director in S. Kumars Nationwide Limited and Reid & Taylor (India) Limited. With her wide-ranging experience, it is in the interest of the Company that Mrs. Jyoti N. Kasliwal continues to be a Board member and when appointed as Director, she shall be liable to retire by rotation in accordance with the provisions of the Articles of Association of the Company.

The said resolution at item no. 5 is recommended for approval by the members.

None of the Directors of the Company is, in anyway, concerned or interested in the said resolution except for Mr. Nitin S. Kasliwal as spouse and Mrs. Jyoti N. Kasliwal.

Item No. 6

Mr. Tarun Joshi, who was appointed as the Managing Director of the Company for a period of three years from April 01, 2006 to March 31, 2009 was re-appointed by the Board of Directors in the meeting held on January 28, 2009 as the Managing Director of the Company for a further period of five years with effect from April 01, 2009 on the following terms and conditions as were approved by the members at the Fourth Annual General Meeting of the Company held on June 17, 2008. Abstract pursuant to section 302(2) of the Companies Act, 1956 giving details of his re-appointment was circulated to the members.

Remuneration: Rs. 65,00,000 per annum. The annual increment may be decided by the Remuneration Committee and/or Board of Directors in its absolute discretion.

The following perquisites to the extent they are not taxable under the provisions of the Income Tax Act, 1961 shall be paid as under:

- a) Provident Fund Contribution as per the rules of the Company
- b) Perquisites of Car, Medical Expenses and Leave Travel Allowance as per the rules of the Company.

Minimum Remuneration: In the event of loss or inadequacy of profits in any year, the remuneration as above shall be paid by the Company in accordance with Schedule XIII of the Companies Act, 1956.

The Managing Director is not entitled to sitting fees for the meeting of Board of Directors of the Company or any committee thereof attended by him.

The notice period for the Managing Director is two months.

The said resolution at item no. 6 is recommended for approval by the members.

None of the Directors of the Company is, in anyway, concerned or interested in the said resolution except Mr. Tarun Joshi.

Item No. 7

Mr. Kartikeya N. Kasliwal, son of Mr. Nitin S. Kasliwal, Chairman and Mrs. Jyoti N. Kasliwal, Director of the Company was appointed as General Manager (Retail Operations) of the Company with effect from July 1, 2009 at a monthly remuneration of Rs.45,000/- per month inclusive of all usual allowances and benefits to the office of profit in compliance with section 314 of the Companies Act, 1956.

Mr. Kartikeya N. Kasliwal has undergone a two year course in Fashion Management from University of the Arts, London, London College of Fashion.

Keeping in view the overall salary structure in the retail sector and having regard to the nature of duties performed by Mr. Kartikeya N. Kasliwal, the Board of Directors of the Company considered it desirable to increase remuneration payable to Mr. Kartikeya N. Kasliwal, inclusive of the usual allowances and benefits, to an amount not exceeding Rs. 1,00,000/- per month with effect from January 01, 2010 pursuant to section 314(1B) and all other applicable provisions of the Companies Act, 1956, subject to the prior consent of the members by Special Resolution and approval of the Central Government.

The said resolution at item no. 7 is recommended for approval by the members.

None of the Directors, except Mr. Nitin S. Kasliwal, Chairman, as father and Mrs. Jyoti N. Kasliwal, Director, as mother, is interested in the said resolution.

Item No. 8

Pursuant to section 163(1) of the Companies Act, 1956 ("the Act") the Register of Members, Index of Members, Register of Debenture-holders, Index of Debenture-holders and copies of all Annual Returns prepared and filed by the Company with the Registrar of Companies (RoC) are required to be kept at the registered office of the Company. However, subject to the approval of the members by passing a Special Resolution and with prior intimation to the RoC by giving copy of the proposed Special Resolution to this effect, the said documents or any or more of them may be kept at any other place within the city, town or village in which the registered office is situated, instead of being kept at the registered office of the company.

Datamatics Financial Services Limited, as the Registrar and Transfer Agents ("the RTA") of the Company maintain and preserve the Register and Index of Members, Register and Index of Debenture-holders, copies of all Annual Returns prepared and filed by the Company with the Registrar of Companies pursuant to section 159 of the Act together with relevant certificates and documents annexed thereto pursuant to section 161 of the Act, as part of their day-to-day assignment as the RTA of the Company.

Hence, the said resolution at item no. 8 is recommended for approval by the members.

None of the Directors is interested in the said resolution.

By Order of the Board
For BRANDHOUSE RETAILS LIMITED

Pulak Banerjee
COMPANY SECRETARY

Place: Mumbai
Date : July 25, 2009

BRANDHOUSE
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ANNEXURE TO THE NOTICE CONVENING THE FIFTH ANNUAL GENERAL MEETING

Details of the Directors seeking Appointment / Re-appointment at the Fifth Annual General Meeting (In pursuance to Clause 49 (V)(G)(i) of the Listing Agreement)

Name of Director	Dr. A. C. Shah	Mr. Anish Modi	Mrs. Jyoti N. Kasliwal	Mr. Tarun Joshi
Date of Birth	October 16, 1932	March 21, 1966	December 26, 1960	January 01, 1963
Nationality	Indian	Indian	Indian	Indian
Director since	May 06, 2006	September 14, 2007	January 28, 2009	April 07, 2005
Qualification	Ph.D. (Economics), University of Mumbai	M.A. (Finance), London Business School, M.A. & NBSP, Delhi School of Economics	B.A. (Economics), University of Mumbai	Post Graduate Diploma in Marketing Management
Directorships in other Public Limited Companies	1. S. Kumars Nationwide Ltd. 2. Elecon Engineering Ltd. 3. Adani Enterprises Ltd. 4. Gujarat Petrosynthese Ltd. 5. Benchmark Mutual Fund Trustee Company Ltd. 6. Goldcrest Finance India Ltd.	1. Mauritius Debt Management Ltd. 2. Blue Brinando Ltd. 3. Saurashtra Cement Ltd. 4. Shree Nirmal Commercial Ltd. 5. S. Kumars Nationwide Ltd. 6. Meta Copper and Alloys Ltd. 7. Kityply Industries Ltd.	1. S. Kumars Nationwide Ltd. 2. Reid & Taylor (India) Ltd.	1. S. Kumars Textiles Ltd.

Name of Director	Dr. A. C. Shah	Mr. Anish Modi	Mrs. Jyoti N. Kasliwal	Mr. Tarun Joshi
Committees of the other public companies in which Director is a Member	1. S. Kumars Nationwide Ltd. a. Audit Committee, Chairman b. Remuneration Committee, Chairman c. Compensation Committee, Chairman 2. Adani Enterprises Ltd. a. Audit Committee b. Shareholders Grievances Committee 3. Elecon Engineering Ltd. a. Audit Committee 4. Gujarat Petro Synthesises Ltd. a. Audit Committee 5. Benchmark Mutual Fund Trustee Company Ltd. a. Audit Committee 6. Goldcrest Finance India Ltd. a. Audit Committee	1. Saurashtra Cement Ltd. a. Audit Committee 2. S. Kumars Nationwide Ltd. a. Audit Committee b. Share Transfer & Investor Grievances Committee 3. Meta Copper and Alloys Ltd. a. Audit Committee b. Share Allotment and Transfer Committee 4. Kitply Industries Ltd. a. Audit Committee b. Share Transfer Committee	Nil	Nil
Shareholding as on March 31, 2009	100	Nil	2,92,932	Nil