

# ETP Corporation Limited



Annual Report - 2010



# ETP CORPORATION LIMITED

Registered Office ; 30/3, Western Low Chamber, Red Rose Towers,  
Tamilzhagam Road, Ootacamund, The Nilgiris, Tamilnadu - 643001

## NOTICE

**NOTICE** is hereby given that the 25<sup>TH</sup> Annual General Meeting of M/s ETP Corporation Limited will be held on Monday, the 27<sup>th</sup> day of September, 2010 at its registered office at 11.00 A.M. to transact the following business:-

### AS ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March 2010 and Profit & Loss Account for the year ended on that date together with the report of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. OmPrakash Jha Who retire by rotation and being eligible offer himself for re-appointment .
3. To appoint a director in place of Mr. Joybrata Sen who retire by rotation and being eligible offer himself for re-appointment .
4. To appoint the Auditor to hold office from the conclusion of this ensuing annual general meeting until the conclusion of the next Annual General Meeting.

By order of the Board

Sd/-

(Joybrata Sen)  
Director

Place : Mumbai

Date : 14<sup>TH</sup> Day of August 2010

Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be member of the Company.
2. Proxies in order to be effective should be lodged with the Company at the Registered Office of the Company not less than 48 hours before the meeting.
3. The Share transfer books and Register of Members shall remain closed 27<sup>th</sup> September 2010
4. Members are requested to notify the change, if any, in their address quoting their folio numbers.

# ETP CORPORATION LIMITED

Registered Office ; Madhumita Enterprises, Gray's Hills, Coonoor,  
The Nilgiris, Tamilnadu -643101

## Report of the Directors to the members of the Company

To  
The Members,

Your Directors have pleasure in presenting the 25<sup>st</sup> Annual Report on the business and operations of your Company and the Audited Financial Results for the year ended 31<sup>st</sup> March, 2010

| Financial Results                           | 31 <sup>st</sup> March 2010 | 31 <sup>st</sup> March 2009 |
|---|-----------------------------|-----------------------------|
|   | (Rs. In lakhs)              | (Rs. In lakhs)              |
| Income from operations                      | 117.21                      | 117.22                      |
| Net Profit/(Loss)(before depreciation year) | (3.04)                      | (3.03)                      |
| Less: Depreciation                          | 14.35                       | 37.23                       |
| Profit/(Loss) before tax                    | (31.84)                     | (40.26)                     |
| Less: Taxation                              | Nil                         | Nil                         |
| Profit / (Loss) after Tax                   | (31.84)                     | (40.26)                     |

### Dividend

In view of the inadequacy of profits your Directors do not recommend any dividend for the year under review.

### Management Discussion and Analysis Report.

The Board of Directors of the Company during the year have explored all the possibilities to develop the business so as to get the maximum returns to its shareholders. The Company during the financial year traded in financial securities looking to the present scenario of overall economic growth.

### Fixed Deposits

During the year under the review, the Company has not accepted or invited any deposits from public under the provisions of section 58A of the Companies Act, 1956 and the rules made there under and therefore the question of compliance or otherwise does not arise.

### Directors

In accordance with the requirement of the Companies Act, 1956 and pursuant to Article of the Articles of the Association, Mr. OmPrakash Jha and Joybrata Sen retire by rotation at the ensuing Annual General meeting and being eligible, offer themselves for re-appointment.

### Directors' Responsibility Statement

In accordance with the requirements of Section 217 (2AA) of the Companies Act, 1956, your Board of Directors wish to confirm the following:

- i) that the applicable accounting standards have been followed in the preparation of the annual accounts;
- ii) that 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 for the year under review;
- iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) that the Directors have prepared the annual accounts on a 'going concern' basis

### Particulars of Employees

The particulars as required U/s. 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, there was no employee drawing remuneration in excess of the amount prescribed under Section 217(2A) of the Companies Act, 1956 during the year ended 31<sup>st</sup> March, 2010.

### Auditors & Auditors Report

The statutory Auditors of the Company M/s. J. K. Shah & Associates, Chartered Accountants, Mumbai, hold office until the conclusion of the forthcoming Annual General Meeting of the Company and being eligible offer themselves for reappointment.

### Corporate Governance

The Auditors M/s. J. K. Shah & Associates have certified the Company's compliance of the requirements of Corporate Governance in terms of clause 49 of the Listing Agreement. The said certificate together with the management discussions and analysis report is attached and forms part of this report.

### Conservation of Energy, Technology Absorption and foreign exchange earnings and outgo.

The Company has no manufacturing activities. Hence there is no information to submit in respect of conservation and absorption of technology.

### Acknowledgement

Your Directors take this opportunity to express their gratitude for the valuable assistance and co-operation extended by the Bankers, vendors, customers, advisors, the general public and for the valued efforts and dedication shown by the Company employees at all levels. Your Directors also sincerely acknowledge the confidence and faith reposed by the shareholders of the Company.

By order of the Board

Sd/-

(Joybrata Sen)  
Director

Place : Mumbai

Date : 14<sup>TH</sup> Day of August 2010

CA Jaykumar Shah  
B.Com., F.C.A.

**J. K. SHAH & ASSOCIATES**

**CHARTERED ACCOUNTANTS**

439, Kalbadevi Road, 3rd Floor, R. No. 5,  
Mumbai-400 002. • Tel.: 66341977 / 22050487

E-mail : jaykumar\_shah2000@yahoo.com  
E-mail : jaykumar\_shah@hotmail.com

Ref.

Date :

## **ETP CORPORATION LIMITED**

Annexure to the Directors Report

### **CORPORATE GOVERNANCE REPORT**

In Compliance with clause 49 of the Listing Agreement with Stock Exchange, the matters mentioned in the said clause and practice as followed the Company:

#### Company's Philosophy on code of Governance:

The Company's philosophy is to conduct its affairs in a manner which is transparent, clear and evident to those dealing with or having a stake in the Company namely shareholders, lenders, creditors and employees. The Company's philosophy on corporate Governance is thus concerned with the ethics and values of the Company and its Directors, who are expected to act in the best interest of the Company and remain accountable to share holders and other beneficiaries for their action.

The Company is committed to provide high quality product and service to its customers and stakeholders, because the Company believes that its long-term survival is entirely is entirely dependent on good corporate governance.

#### Composition of Board

The Board, currently has, four members (who are suitably qualified, experienced, and competent), and periodically reviews the need for its expansion. As per the current Articles of Association of the Company, the Board can have a maximum up to 12 (Twelve) members.

The Board has been constituted in a manner, which will result in appropriate mix of executive and independent directors. This has been done to preserve the independence of the Board and to separate the board functions of policy decisions and governance and the day-to-day management. The board functions either as a full-fledged board or through committee. Policy formulation, setting up the goals, and evaluation of the performance and control function vest with the board, while the committee oversea operational issues. The current Board has independent directors.

Eight meetings of the Board of Director were held during the year on 24<sup>th</sup> April' 2009, 15<sup>th</sup> June' 2009, 30<sup>th</sup> July' 2009, 09<sup>th</sup> September, 2009, 29<sup>th</sup> October '2009, 23<sup>rd</sup> December' 2009, 02<sup>nd</sup> January 2010 and 30<sup>th</sup> March 2010.



The name of members of the Board of Directors, their attendance at Seven board meeting and the number of their directorship are set out below:

| Name of the Board Member | Board meeting attended during the year | Attendance at Last AGM | Number of other directorship (Indian & foreign) |
|--------------------------|--|------------------------|---|
| <b>Mr. Joybrata Sen</b>  | <b>6</b>                               | <b>Present</b>         | <b>2</b>  |
| <b>Mr. Omprakash Jha</b> | <b>7</b>                               | <b>Present</b>         | <b>4</b>  |
| <b>Mr. Vinod Uniyal</b>  | <b>5</b>                               | <b>Absent</b>          | <b>-</b>  |
| <b>Mr. Kalpesh More</b>  | <b>4</b>                               | <b>Present</b>         | <b>-</b>  |

#### Committee of Directors

The board of Directors provides guidance to operating management on policy matters as well as in the monitoring of the action of operating management. This involvement is formalized through the constitution of designated committee of Board. The committees are intended to provide regular exchange of information and ideas between the Board and operating management.

#### Audit Committee

To provide assistance to the Board of Directors of the Company the Audit committee was constituted. It consists of Chairman and two other members. The Chairman of the Audit Committee is independent Non-Executive Director. The Audit Committee provides direction to and oversees the Audit and the Risk Management functions, reviews the financial accounts, interacts with statutory auditors and reviews matters of special interest.

#### Composition, Name of Members, Chairman and other Details \*

1. Mr. Joybrata Brata Sen, Chairman
2. Mr. Omprakash Jha
3. Mr. Vinod Uniyal
4. Mr. Kalpesh More

#### Meeting and Attendance during the Year

| Members                  | Meeting Held During the Tenure of Directors | Meetings Attended |
|--------------------------|---|-------------------|
| <b>Mr. Joybrata Sen</b>  | <b>4</b>                                    | <b>4</b>          |
| <b>Mr. Omprakash Jha</b> | <b>4</b>                                    | <b>4</b>          |
| <b>Mr. Vinod Uniyal</b>  | <b>2</b>                                    | <b>2</b>          |
| <b>Mr. Kalpesh More</b>  | <b>4</b>                                    | <b>4</b>          |

