

ANNUAL REPORT 2011 – 2012
Of Esaar (India) Limited

ESAAR (INDIA) LTD

**60th ANNUAL REPORT
F.Y. 2011- 2012**

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Of Esaar (India) Limited

REGISTERED OFFICE

23-A, 12, AKASH C.H.S. TALAWAD NAGAR,
ASHOK NAGAR, KANDIVALI (EAST),
MUMBAI: 400101

AUDITORS:

M/S PRAVIN CHANDAK & ASSOCIATES,
403, NEW SWAPANALOK CHS LTD,
NATAKWALA LANE, BORIVALI (W),
MUMBAI-400092

BANK

AXIS BANK

REGISTAR & TRANSFER AGENT

PURVA SHAREREGISTRY (INDIA) PVT LTD.
9, SHIV SHAKTI INDUSTRIAL ESTATE,
J.R. BORICHA MARG, LOWER PAREL (E),
MUMBAI – 400 011

CONTACT

Web Site: www.esaarindia.com
Email: esaarindialtd@gmail.com

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BOARD OF DIRECTORS

SHRI DHEERAJ SHAH - Managing Director

SHRI MANOJ BATRA - Director

SHRI VIJAY PODDAR - Director

MS. DEEPTI LALWANI - Additional Director

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NOTICE

Notice is hereby given that the 60th Annual General Meeting of the Members of ESAAR (INDIA) LTD will be held on 28th September, 2012 at 11:30 A.M at Companies Banker Office at Axis Bank, First Floor, Springfield, Lokhandwala, Andheri (West), Mumbai - 400053 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012, the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Manoj Batra as Director of the company, who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS :

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Ms. Deepti Lalwani, who was appointed as an Additional Director pursuant to Section 260 of the Companies Act, 1956, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

REGISTERED OFFICE

23-A, 12, Akash C.H.S.
Talawad Nagar, Ashok Nagar,
Kandivali (East), Mumbai: 400101
DATED : 28/08/2012

BY ORDER OF THE BOARD

Sd/-
Dheeraj Shah
Chairman

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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2) The relative Explanatory Statement , pursuant to Section 173(2) of the Companies Act, 1956 is enclosed and forms part of the Notice.
- 3) The Register of Members and the Transfer Book of the Company will remain closed from 26/09/2012 to 28/09/2012 (both days inclusive.)

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- 4) Members / Proxies should bring attendance slip duly filled in for attending the meeting. Members are also requested to bring their copies of Annual Report.
- 5) Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat / physical form at Purva Shareregistry (India) Pvt. Ltd. 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400 011
- 6) Printed copies of the Balance Sheet, Profit and Loss Account, Director's Report, the Auditor's Report and every other documents required by the law to be annexed or attached to the Balance Sheet for the period ended 31st March, 2012 are enclosed herewith.
- 7) Members seeking any information with regard to accounts are requested to write to the company at least one week in advance so as to enable the management to keep the information ready.
- 8) Proxies in order to be effective must be deposited duly stamped and signed at the Registered Office of the Company not less than 48 hours before the meeting.

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

Item Nos. 4

Ms. Deepti Lalwani have been appointed as Additional Directors of the Company pursuant to Section 260 of the Companies Act, 1956 read with Articles of Association of the Company with effect from 28/08/2012. The terms of the directors expire at the ensuing Annual General Meeting of the Company. The Company has received notice from the member proposing to appoint Ms. Deepti Lalwani as Directors of the Company.

None of the Directors of the Company are interested in passing the resolution, except Ms. Deepti Lalwani to the extent of their appointment as Directors of the Company.

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**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT
THE FORTHCOMING ANNUAL GENERAL MEETING
(In pursuance of Clause 49 (svi) (A) of the Listing Agreement)**

Director seeking re-appointment

Name of the Director	Manoj Batra
Date of Birth	01/04/1978
Date of Appointment.	18/03/2011
Expertise in any specific functional Area	Finance
Qualification	Graduate
Directorships held in other companies (excluding foreign – Companies)	Nil
Committee position held in other Companies	Nil

Director seeking appointment

Name of the Director	Deepti Lalwani
Date of Birth	22/04/1983
Date of Appointment.	28/08/2012
Expertise in any specific functional Area	Information Technology
Qualification	MSC
Directorships held in other companies (excluding foreign – Companies)	Nil
Committee position held in other Companies	Nil

BOARD OF DIRECTORS' REPORT

To
The Members

Your Directors present their 60th Annual Report with Audited Statement of Accounts for the year ended on March 31, 2012.

Financial Results

Particulars	(Amt. In Lacs)	
	Year Ended 31/03/2012	Year Ended 31/03/2011
Income	305.81	128.07
Profit before Dep. & Int.	14.76	1.08
Depreciation	10.14	10.31
Interest	0.00	0.00
Profit after Depreciation & Interest	4.62	(9.23)
Provision for Taxation	4.26	0.00
Provison for Tax (deferred)	(2.71)	(2.68)
Tax Adjustment for earlier years	(0.32)	0.00
Profit after Tax	3.40	(6.55)
Net profit/ (Loss)	3.40	(6.55)
Amount Available for Appropriation	3.40	(6.55)
Balance carried to Balance Sheet	3.40	(6.55)

FINANCIAL HIGHLIGHTS

During the year Company's total sales including other income is Rs 305.81 lacs as compared to Rs 128.07 lacs in the previous year and thereby registering an increase of 138.78% as compared to the previous year. The Net Profit after tax was Rs. 3.40 Lacs against Rs. (6.55) Lacs in the previous year, registering an increase of 151.91% as compared to the previous year.

DIVIDEND

Your Directors decided to plough back the profit and therefore dividend is not declared.

BOARD OF DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company Mr. Manoj Batra retire by rotation at the ensuing Annual General Meeting, and being eligible offers himself for reappointment.

During the financial year 2011-12, the Board of Directors appointed Mr. Dheeraj Babulal Shah as Managing Director of the Company.

Mr. Sameer Saxena has resigned as the director from the Board of the Company with effect from 25/05/2011. During his tenure as Director, he has greatly contributed to the performance of the Company by his vast knowledge and experience.

Ms. Deepti Lalwani has ben appointed as an additional director on Board of the Company with effect from 28/08/2012. Your Directors recommend the appointment of