

Annual Report 2012 - 2013

ESAAAR (INDIA) LIMITED

61ST ANNUAL REPORT
F.Y. 2012- 2013

*Regd Office: 23 - A, 12 Akash CHS, Talawad Nagar, Ashok Nagar,
Kandivali (West), Mumbai - 400101*

Contents

- Board of Directors
- Notice
- Directors' Report
- Corporate Governance Report
- Management Discussion And Analysis Report
- Auditors Certificate On Corporate Governance
- Auditors Report
- CEO /CFO Certification
- Compliance Certificate
- Balance sheet
- Profit & Loss
- Cash Flow
- Proxy Form & Attendance Slip

BOARD OF DIRECTORS

Mr. Dheeraj Shah	-	Managing Director
Ms. Deepti Lalwani	-	Director
Mr. Avedhesh Pal	-	Additional Director
Mr. Sachin Talgaonkar	-	Additional Director

REGISTERED OFFICE

23-A, 12, Akash C.H.S. Talawad Nagar,
Ashok Nagar, Kandiwali (East),
Mumbai: 400101

AUDITORS:

M/s. Pravin Chandak & Associates,
403, New Swapanalok CHS Ltd,
Natakwala Lane, Borivali (W),
Mumbai-400092

BANK

Axis Bank	-	Andheri (West)
Yes Bank	-	Andheri (West)

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

NOTICE

Notice is hereby given that the 61st Annual General Meeting of the Members of ESAAR (INDIA) LTD will be held on 27th September, 2013 at 10:30 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 2013, 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 Ms. Deepti Lalwani 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 Mr. Avedhesh Pannalal Pal, 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.”

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

“Resolved that Mr. Sachin Waman Talgaonkar, 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 : 27/08/2013**

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 26/09/2013 to 27/09/2013 (both days inclusive.)
- 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, 2013 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

Mr. Avedhesh Pannalal Pal 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 15/10/2012. 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 Mr. Avedhesh Pannalal Pal as Directors of the Company.

None of the Directors of the Company are interested in passing the resolution, except Mr. Avedhesh Pannalal Pal to the extent of their appointment as Directors of the Company.

Item Nos. 5

Mr. Sachin Waman Talgaonkar 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 15/10/2012. 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 Mr. Sachin Waman Talgaonkar as Directors of the Company.

None of the Directors of the Company are interested in passing the resolution, except Mr. Sachin Waman Talgaonkar to the extent of their appointment as Directors of the Company.

REGISTERED OFFICE

**23-A, 12 - Akash C.H.S.
Talawad Nagar, Ashok Nagar,
Kandiwali (East), Mumbai: 400101.
Dated : 27/08/2013**

BY ORDER OF THE BOARD

**Sd/-
Dheeraj Shah
(Chairman)**

**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	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)	Moryo Industries Limited
Committee position held in other Companies	Member of Audit, Shareholder Grievance and Remuneration Committee of Moryo Industries Limited

Director seeking appointment

Name of the Director	Avedhesh Pannalal Pal
Date of Birth	15/10/2012
Date of Appointment.	13/01/1983
Expertise in any specific functional Area	ADMIN
Qualification	H.SC
Directorships held in other Companies (excluding Foreign Companies)	1. Sumukh Dealcom Private Limited
Committee position held in other Companies	None

Director seeking appointment

Name of the Director	Sachin Waman Talgaonkar
Date of Birth	15/10/2012
Date of Appointment.	11/03/1981
Expertise in any specific functional Area	ADMIN
Qualification	S.SC
Directorships held in other Companies (excluding Foreign Companies)	1. Sumukh Dealcom Private Limited
Committee position held in other Companies	None

BOARD OF DIRECTORS' REPORT

**To
The Members**

Your Directors present their 61st Annual Report with Audited Statement of Accounts for the year ended on March 31, 2013.

FINANCIAL RESULTS

(Amt. In Lacs)

Particulars	Year Ended 31/03/2013	Year Ended 31/03/2012
Income	1365.82	305.81
Profit before Dep. & Int.	15.17	14.76
Depreciation	10.15	10.14
Interest	0.00	0.00
Profit after Depreciation & Interest	5.03	4.62
Provision for Taxation	4.46	4.26
Provison for Tax (deferred)	(2.78)	(2.71)
Tax Adjustment for earlier years	0.00	(0.32)
Profit after Tax	3.34	3.39
Net profit/ (Loss)	3.34	3.39
Amount Available for Appropriation	3.34	3.39
Balance carried to Balance Sheet	3.34	3.39

FINANCIAL HIGHLIGHTS

During the year Company's total sales including other income is Rs. 1365.82 Lacs as compared to Rs 305.81 lacs in the previous year and thereby registering an increase of 346.62% as compared to the previous year. The Net Profit after tax was Rs. 3.34 Lacs against Rs. 3.39 Lacs in the previous year, registering an decrease of 1.47% as compared to the previous year.

DIVIDEND

With a view to conserve the financial resources of the Company, your Directors do not recommend any dividend on equity shares for the year ended 31st March, 2012.

BOARD OF DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company Ms. Deepti Lalwani retire by rotation at the ensuing Annual General Meeting, and being eligible offers herself for reappointment.

During the financial year 2012-13, the Board of Directors appointed Mr. Avedhesh Pannalal Pal & Mr.Sachin Waman Talgaonkar as Directors of the Company on 15/10/2012.

Mr. Vijay Poddar & Mr. Manoj Batra has resigned as the director from the Board of the Company with effect from 15/10/2012. During his tenure as Director, they have greatly contributed to the performance of the Company by heir vast knowledge and experience.

DEPOSITS

The Company has been registered as a NBFC since 1998 in terms of the provisions of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007. Your company is categorised as an Non deposit taking Non Banking Financial Company. The Company has not accepted any deposits during the year from the public within the meaning of Section 58 A of The Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the accounts for the financial year ended 31st March 2012 the applicable accounting standards have been followed, along with proper explanation relating to all material departures.
- (ii) That they have, in the selection of the accounting policies, consulted the statutory auditors and have 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 financial year and of the profit of the Company for that period.
- (iii) They have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March, 2013 on a going concern basis.

AUDITORS

M/s. Pravin Chandak & Associates, Chartered Accountants statutory auditors of the Company retire at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-appointment. The Company has received a certificates from them under Section 224(1-B) & 226(3) of the Companies Act, 1956.

AUDITORS REPORT

Observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments under Section 217(3) of the Companies Act, 1956.

LISTING OF SHARES

Equity shares of your Company are listed on Bombay Stock Exchange only and the Company has paid the necessary Listing fees for the year 2013-2014.

FOREIGN EXCHANGE

The Company does not have any Foreign exchange earnings / expenses during the year under review and therefore the information in respect of Foreign Exchange Earnings and Outgo as required by Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is not provided.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The Company is not required to give information relating to conservation of energy and technology absorption as the Company is not engaged in any activities referred to in Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

PARTICULARS OF EMPLOYEE

There is no employee drawing remuneration for which information is required to be submitted under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

GREEN INITIATIVE IN CORPORATE GOVERNANCE'

The ministry of corporate Affairs (vide circular nos.17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken 'Green initiative in corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support their green initiative by registering/updating their email addresses, in respect of shares held in dematerialised form with their respective depository participants and in respect of shares held in physical form with RTA of Company.

CORPORATE GOVERNANCE COMPLIANCE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, a separate section titled "Corporate Governance Report" is attached to this Annual report. We have obtained a certificate from a Chartered Accountant on our compliances with clause 49 of the listing agreement with Stock Exchange

MANAGEMENT DISCUSSION AND ANALYSIS :

A report on Management Discussion and Analysis (MDA), forming part of this report, inter-alia, deals adequately with the operation as also current and future outlook of the company.

ACKNOWLEDGEMENT

The Board of Directors wishes to express sincere thanks to Bankers, Shareholders, clients, Financial Institutions, customers, suppliers and employees of Companies for extending support during the year.

FOR & ON BEHALF OF THE BOARD

**Place: Mumbai
Date: 27/08/2013**

**Sd/-
Dheeraj Shah
(Managing Director)**

CORPORATE GOVERNANCE REPORT

A) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company continues to practice the principle of good Corporate Governance. It is Company's firm belief that good **CORPORATE GOVERNANCE** is a key to success of business. The Company's philosophy envisages an attainment of highest level of the transparency and accountability in its operations so that Company's goal of creation and maximization of wealth of the shareholders could be achieved. Clause 49 of the Listing Agreement entered with Stock Exchanges incorporate certain mandatory disclosure requirements With regard to Corporate Governance Rules, in this regard we are pleased to report the following:-

B) BOARD OF DIRECTORS

The Board of the Company is well structured with adequate blend of professional and Independent Directors. The present strength of the Board is of four Directors. Mr. Dheeraj Shah as Managing Director and Chairman Thus the post of Chairman and Managing Director are held by same person.

1. Since Mr. Dheeraj Shah belongs to the promoter category, at least one half of the Board should comprise of Independent Directors as per Corporate Governance Rules. The Company has structured its Board to comply the said requirement. Presently, three Directors among four Directors of Board are Independent Directors, namely, Ms. Deepti Lalwani, Mr. Sachin Waman Talgaonkar and Mr. Avedhesh Pannalal Pal. Accordingly, the Company has complied with the Corporate Governance Rules regarding composition of Board of Directors.
2. None of the directors is a member of more than 10 (ten) Board level committees or is a Chairman of more than 5 (five) such Board level committees as required under Clause 49 of the Listing Agreement. None of the Director of the Company is a Director in more than 15 Companies as prescribed by the Companies Act, 1956.
3. The composition of the Board of Directors and their attendance at the meetings during the period and at the last Annual General Meeting as also number of other directorships, membership of committees are as follows:

Name of Director	Status	No. of Board meetings Attended	Attendance at last AGM	No. of other Directors hips	Committee Membership	
					Chairman	Member
Mr. Dheeraj Shah	M.D	9	Yes	1	-	-
Mr. Vijay Poddar@	I.N.E.D	5	Yes	2	2	2
Mr. Manoj Batra@	I.N.E.D	4	No	-	-	2
Mr. Sachin Waman Talgaonkar*	I.N.E.D	3	No	1	2	2
Mr. Avedhesh Pannalal Pal*	I.N.E.D	3	No	1	-	2
Ms. Deepti Lalwani	I.N.E.D	2	No	1	-	2

@Resigned w.e.f 15/10/2012

*Appointed w.e.f 15/10/2012

N.E.D Non Executive Director

W.T.D Whole Time Director

I.N.E.D Independent Non Executive Director

Notes:

During the period ended 31st March 2012, 9 Board Meetings were held on the following dates:

23/04/2012, 17/05/2012, 28/06/2012, 13/08/2012, 28/08/2012, 15/10/2012, 10/11/2012, 13/02/2012 and 30/03/2013.