



ESHA MEDIA RESEARCH LIMITED
(Formerly LASER DOT LIMITED)

30th
Annual Report
2012- 2013

PRODUCTS AND SERVICES

- ✦ Television Media Monitoring
- ✦ Web page - Content
- ✦ TVAd Telecast certification
- ✦ Transcription / Translation
- ✦ Television Monitoring Intelligence Report
- ✦ Channel Archives
- ✦ Digital Monitoring
- ✦ Very Soon entering in to Television Rating Points (TRP)
- ✦ Industry Research

Media - Television, Print, Digital
Monitoring & Research
www.eshamediaresearch.com

ESHA MEDIA RESEACH LIMITED

(Formerly LASER DOT LIMITED)

**THIRTIETH ANNUAL REPORT 2012-2013
BOARD OF DIRECTORS**

MR. RAGHAVA RAJU PENMATSA	..	Chairman
MR. RAMAN SHESHADRI IYER	..	Managing Director
MR. JAHANGIR MANEKSHAW CONTRACTOR	..	Director
MS. SAKSHI SAMIR PARAB	..	Director
MS. JYOTI MAHADEV BABAR	..	Director
MS. SHILPA VINOD PAWAR	..	Director
MR. MASANAM CHELLIAH	..	Director
MR. SHISHIR DILEEP JOSHI	..	Director

Registered Office

3-4-480/3,
Barkatpura,
Hyderabad - 500027.

Corporate Office

10th Floor, Krushal Commercial Complex,
Abv. Shoppers Stop, G. M. Road,
Chembur West, Mumbai - 400089.
Ph. No. 022-40966666, 67969957-8-9
Fax: 022-40966666

Auditors

M/s Jayesh R. Shah & Associates
Chartered Accountants,
MUMBAI

Registrar & Share Transfer Agent

Karvy Computershare Private Limited
Plot No. 17-24, Vittalrao Nagar,
Madhapur, Hyderabad - 500081.
Tel No: 040-23312454
Fax No: 040-23440674

Web Site : www.eshamediaresearch.com

ESHA MEDIA RESEARCH LIMITED
(Formerly LASER DOT LIMITED)

Registered Office: 3-4-480/3, Barkatpura, Hyderabad - 500 027.

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of **ESHA MEDIA RESEARCH LIMITED** (Formerly LASER DOT LIMITED) will be held on Monday, the 30th day of September, 2013 at 3.00 P.M at the Registered office of the Company at 3-4-480/3, Barkatpura, Hyderabad - 500 027 to transact the following business :

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at 31st March, 2013, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. R. S. Iyer who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. J. M. Contractor who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. Retiring auditors, M/s. Jayesh R. Shah & Associates, Chartered Accountants, Mumbai are eligible for re-appointment.

SPECIAL BUSINESS:

5. To consider, and if thought fit, to pass the following resolution with or without modification(s) as ordinary resolution:
“**RESOLVED THAT** Mr. Masanam Chelliah, who was appointed as an Additional Director of the Company as on 1st March, 2013 pursuant to the provision of Section 260 of the Companies Act, 1956 read with Article of Association of the Company and who would vacate his office at the ensuing Annual General Meeting and in respect of whom the Company has received a notice under section 257 of the Companies Act, 1956 along with necessary deposit from Mr. Masanam Chelliah proposing his candidature as a Director of the Company, be and is hereby appointed as a Director of the Company whose office shall be liable to retirement by rotation.”
6. To consider, and if thought fit, to pass the following resolution with or without modification(s) as ordinary resolution:
“**RESOLVED THAT** Mr. Shishir Dileep Joshi, who was appointed as an Additional Director of the Company as on 28th March, 2013 pursuant to the provision of Section 260 of the Companies Act, 1956 read with Article of Association of the Company and who would vacate his office at the ensuing Annual General Meeting and in respect of whom the Company has received a notice under section 257 of the Companies Act, 1956 along with necessary deposit

from Mr. Shishir Dileep Joshi proposing his candidature as a Director of the Company, be and is hereby appointed as a Director of the Company whose office shall be liable to retirement by rotation.”

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

SHIFTING OF REGISTERED OFFICE FROM THE STATE OF ANDHRA PRADESH TO THE STATE OF MAHARASHTRA

“RESOLVED THAT, pursuant to Section 17 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the confirmation of the Regional Directors, South East Region, Hyderabad, and subject to approval of any other authority if required, Registered Office of the Company be and is hereby shifted from the State of Andhra Pradesh to the State of Maharashtra.”

“RESOLVED FURTHER THAT, the existing Clause II of the Memorandum of Association of the Company be and is hereby altered by deleting the existing Clause II and substituting in its place and stead the following as new Clause II:

- II. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.**

“RESOLVED FURTHER THAT Shri R. S. Iyer, Managing Director of the Company be and is hereby authorized to decide, effect, agree and accept the amendment(s), alteration(s), addition(s), modification(s), deletion(s), in the proposed resolution and such other terms and conditions as may be suggested or proposed by the Regional Directors and agreed to by the Board and to do all such act(s), deed(s) and things as may be required or considered necessary or incidental thereto.”

8. To pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorized Share Capital of the Company be increased from the present Rs. 13,00,00,000/- (Rupees Thirteen Crore only) divided into 1,30,00,000 (One Crore Thirty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of 10/- (Rupees Ten only) each by creation of additional 20,00,000 (Twenty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari passu with the existing Equity Shares and that the Memorandum of Association be altered accordingly.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956, existing Clause "V" of the Memorandum of Association of the Company be and is hereby amended by deleting the same and substituting in place and stead thereof the following new Clause "V":

- V. (a) The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen

Crore Only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of 10/- (Rupees Ten only) each.

- (b) The paid up capital of the Company shall be minimum of Rs. 5,00,000/- (Rupees Five Lacs only)."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

9. To consider, and if thought fit, to pass the following resolution with or without modification(s) as special resolution:

"RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the existing Article 3 of the Articles of Association be and is hereby deleted and the following article be substituted in its place as new Article 3:

3. (a) **The Authorised Share Capital of the Company is as prescribed under clause V of the Memorandum of Association of the Company with such ordinary privileges and other conditions attaching thereto** with powers to increase its share capital by such amount as it thinks expedient by issuing Equity Shares, consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, convert all or any of its fully paid-up shares into stock or and reconvert that stock into fully paid-up shares of any denomination, subdivide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so however, that in the sub division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived, cancel shares which, at the date of passing the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.
- (b) The minimum Paid-up Share Capital of the Company shall be Rs. 5,00,000/- (Rupees Five Lacs Only)."

BY ORDER OF THE BOARD
For ESHA MEDIA RESEARCH LIMITED

PLACE : HYDERABAD

DATE : 28.08.2013

(P RAGHAVA RAJU)
CHAIRMAN

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT APROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING 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. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Chairman, so as to reach the registered office of the Company at least seven days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent possible.
3. The Register of Members and the Share Transfer Books shall remain closed from 23-09-2013 to 30-09-2013 (both days inclusive).
4. Members are requested to notify immediately any change in their address / bank mandate to their respective Depository Participant (DP) in respect of their electronic share accounts and to the Company's Registrar & Share Transfer Agent at Karvy Computershare Private Limited, Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad - 500081 in respect of their physical share folios.
5. Members are requested to bring their copy of Annual Report to the Meeting.
6. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
7. Explanatory Statements pursuant to section 173(2) in respect of Item Nos. 5, 6, 7, 8 & 9 above is annexed herewith.
8. The relevant details as required by Clause 49 of the Listing Agreement entered into with the Stock Exchange, of the person, seeking re-appointment and appointment as Director under Item Nos. 2 & 3 and Item Nos. 5 & 6 above is annexed.

BRIEF RESUME OF PERSONS PROPOSED TO BE RE-APPOINTED AS DIRECTORS OF THE COMPANY AT THE ANNUAL GENERAL MEETING:

Name	Shri Masanam Chelliah	Shri Shishir Dileep Joshi	Shri R. S. Iyer	Shri J. M. Contractor
AGE	44	43	47	70
Qualification	B.Com	LLB. PG in Journalism and Diploma in Broadcasting, UK	Electronic Engineer with additional qualifications in Marketing Management from NITIE Mumbai	Bsc.
Nature of Expertise	Communications	Media Research	Digital Media	R&D
Experience	Over 20 years in the field of cable network.	Last held assignment was as Group Editorial Director of the Mumbai based media group, MidDay multimedia, in charge of all editorial content across it's English newspapers, Gujarati and Urdu paper and for the synergy between print, web and radio. He has also been associated with NDTV since 1995 as a business Correspondent, with TV Today as its Executive editor since 2003 and briefly with	Experience of over 20 years in the field of Media Monitoring Business	Over 42 years of experience in printing Inks and developing.

		<p>Cnn.com and AFP, the french news agency.</p> <p>He is co founder of JM Foundation for Excellence in Journalism (JM stands for Journalism Mentor), a not for profit section 25 company. He is also a Director with Font and Pixel Media Pvt Ltd.</p> <p>Shishir is a corporate trainer on crisis communication and media.</p>		
Name of Companies in which also holds Directorship	<p>1. Wan And Lan Internet Private Limited</p> <p>2. Spacelink Network Private Limited</p> <p>3. Wnet Telecom Private Limited</p>	<p>1. Kilometer Zero Network Private Limited</p> <p>2. JM Foundation for Excellence in Journalism</p>	<p>1. Esha Broadcast Monitoring Private Limited</p>	<p>1. APBC Printing Inks Private Limited</p> <p>2. Payal Properties Private Limited</p> <p>3. Wonderworld Resorts Ltd (U.T.Company)</p>
Name of the Companies in Committees of which holds membership chairmanship	NIL	NIL	NIL	NIL
Shareholding in Esha Media Research Limited	NIL	NIL	1058726	NIL

EXPLANATORY STATEMENT

(pursuant to section 173(2) of the Companies Act, 1956)

ITEM – 5

Mr. Masanam Chelliah was appointed as an Additional Director of the Company w.e.f 1st March, 2013 and will hold office upto the date of the ensuing Annual General Meeting of the Company. The Company has received notice under section 257 of the Companies Act, 1956 from Mr. Masanam Chelliah signifying his intention for being appointed as Director of the Company. Considering the varied experience of Mr. Masanam Chelliah in the field of cable and Broadband it will be in the interest of the Company to appoint him as director. Your directors recommend the appointment of Mr. Masanam Chelliah as Director of the Company.

None of the Directors, except the director being appointed, is interested or concerned in the aforesaid resolution.

ITEM – 6

Mr. Shishir Dileep Joshi was appointed as an Additional Director of the Company w.e.f 28th March, 2013 and will hold office upto the date of the ensuing Annual General Meeting of the Company.

The Company has received notice under section 257 of the Companies Act, 1956 from Mr. Shishir Dileep Joshi signifying his intention for being appointed as Director of the Company. Considering the varied experience of Mr. Shishir Dileep Joshi in the field of Media it will be in the interest of the company to appoint him as director. Your directors recommend the appointment of Mr. Shishir Dileep Joshi as Director of the Company.

None of the Directors, except the director being appointed, is interested or concerned in the aforesaid resolution.

ITEM – 7

At present the registered office of the Company is situated at Hyderabad, Andhra Pradesh. Your Directors deems it desirable to shift the registered office of the Company from the present address to Mumbai, Maharashtra for the administrative convenience of the Company.

As per the provisions of the Companies Act, 1956 a special resolution is required to be passed at the meeting of the shareholders. Hence the resolution is proposed for the approval of the members of the company.

Your Directors recommend the above resolutions for your approval.

None of the Directors of the Company shall be deemed to be concerned or interested in the said resolutions.