



ESHA MEDIA RESEARCH LIMITED
(Formerly LASER DOT LIMITED)

31st
Annual Report
2013- 2014

PRODUCTS AND SERVICES

- ✦ Television Media Monitoring
- ✦ Web page - Content
- ✦ TV Ad 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.cshamediaresearch.com

ESHA MEDIA RESEACH LIMITED

(Formerly LASER DOT LIMITED)

**THIRTY FIRST ANNUAL REPORT 2013-2014
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

DIRECTORS' REPORT

The Directors have pleasure in presenting their 31st Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2014.

PERFORMANCE OF THE COMPANY:

Amount Rs. in lakhs

	2013-14		2012-13	
Profit before depreciation and Tax		530.26		390.39
Less Depreciation	378.39		316.10	
Current Tax	0.84		1.09	
Deferred Tax	13.10	392.33	27.82	345.01
Profit after tax		137.93		45.38
Add/Less Prior Period Adjustment		1.69		1.88
Net Profit after tax and adjustments		139.62		43.50
Loss brought forward		293.53		337.03
Loss carried to balance sheet		153.92		293.53

The Company recorded a turnover of 2797.88 lakhs during the year under review as against 2139.56 lakhs in the previous year and thus, registering a growth of Rs.658.32lakhs (30.77%). The net profit after tax is 137.93 Lakhs as against a profit of 45.38 lakhs in the previous year.

Esha Media Research Limited, is developing various other verticals to increase the revenue and the presence in this sector, Media research as per the clients' keywords have been well accepted in the industry, giving credibility to your company's research. The research is done project based, weekly, fortnightly or monthly basis. These reports give an insider view on the behavior trend of the media for the respective keywords. (company, brand, issues, competition, etc.) During the year, new vertical namely media transcription was launched with success. In order to understand the sporting events, branding and the media behavior, your company has also ventured into sports media research. The benefits of the same would accrue to the company in the coming years.

DIVIDEND:

Your Directors do not recommend any dividend for the year ended 31st March 2014 with a view to conserve the resources for future.

DIRECTORS' RESPONSIBILITY STATEMENT:

The Board of Directors of the Company confirms:

- i) That in the preparation of the annual accounts for the year ended March 31, 2014, the applicable Accounting Standards read with requirements set out under Schedule VI to the Companies Act, 1956 have been followed and there are no material departures from the same;
- ii) 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 as at March 31, 2014 and of the profit of the Company for the year ended on that date

- iii) That proper and sufficient care has been taken 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 Annual accounts have been prepared on a going concern basis.

DIRECTORS:

In terms of the Articles of Association of the Company, Ms. Sakshi Samir Parab and Ms. Shilpa Vinod Pawar Directors retire at the ensuing Annual General Meeting. The Company has received requisite notices in writing from members proposing Mr. Jahangir Manekshaw Contractor, Mr. Masanam Chelliah and Mr. Shishir Dilceep Joshi for appointment as Independent Directors.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

DISCLOSURE PARTICULARS:

There were no employees drawing salary exceeding the limits prescribed under Section 217(2A) of the Companies Act 1956.

Information pursuant to the provisions of Section 217(1)(e) of the Companies Act, 1956, read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is given hereunder:

a) Conservation of Energy:

Your Company is not an energy intensive unit, however regular efforts are made to conserve the energy.

b) Research and Development

The Company continuously makes efforts towards research and developmental activities whereby it can improve the quality and productivity of its programmes.

c) Foreign Exchange Earnings and Outgo: - The foreign exchange earnings and outgo for the company during the year is nil.

The equity shares of the company are listed in Bombay Stock Exchange Limited and are admitted for dematerialization facility with CDSL and NSDL.

AUDITORS:

M/s. Jayesh R. Shah, Chartered Accountants, Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received letters from all of them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

AUDITORS REPORT:

The observations made by the Auditors in their Report read with the relevant notes as given in the Notes on Accounts for the year ended 31st March, 2014 are self explanatory and therefore do not call for any further comments under Section 217(3) of the Companies Act, 1956 as it does not contain any qualification in the same.

PUBLIC DEPOSITS:

The Company has not accepted any deposits from public.

ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their gratitude for the support and co-operation from the Investors, Banks and Statutory Authorities. Your Directors express their deep appreciation to the Company's employees at all levels for their unstinted efforts and valuable contributions during the year.

For and on behalf of the Board of Directors

PLACE: HYDERABAD

DATE :14th August,2014

(P Raghava Raju)

CHAIRMAN

CORPORATE GOVERNANCE REPORT**(A) Company's Philosophy on Code of Corporate Governance**

Esha Media Research Limited (hereinafter referred to as 'Esha' or the 'Company'), looks upon good Corporate Governance practices as a key driver of sustainable corporate growth and long-term stakeholder value creation. Good Corporate Governance Practices enable a Company to attract financial and human capital. In turn, these resources are leveraged to maximize long-term stakeholder value, while preserving the interests of multiple stakeholders, including the society at large.

In the conduct of your Company's business and its dealings, it abides by the principles of honesty, openness and doing what is right and fair. Your Company is committed to doing things the right way, which means, taking business decisions and acting in a way that is ethical and is in compliance with the applicable legislation. These principles guide our behavior at all times.

Your Company practices the highest standards of corporate behavior towards everyone it works with, be it the communities or the environment. This is the road to responsible, sustainable and profitable growth and creates long term value for your Company's stakeholders, people and our business partners

(B) Board of Directors

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Board of Directors plays a crucial role in ensuring good governance in the organization by its progressive thinking and professional experience. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

(i) Board Composition

The Board comprises such number of Non-Executive, Executive and Independent Directors as required under applicable legislation. As on date of this Report, the Board consists of eight Directors comprising one Non-Executive Chairman, three Independent Directors and four Executive Directors therefore the Board of Directors comprises of not less than fifty percent of the non-executive directors hence complies with clause 49 (IA) of the Listing Agreement. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The positions of the Chairman of the Board and the Chief Executive Officer of the Company are held by separate individuals, where the Chairman of the Board is a Non-Executive Director.

As on the date of this report, the detailed profiles of the members of the Board of Directors are provided below:

Director	Executive/Non-Executive/ Independent	Number of other		
		Director-ships in other companies*	Committee Memberships in other companies#	Committee Chairmanships in other companies#
Shri Raghava Raju Penmatsa	Chairman, Non-Executive, non-Independent	NIL	NIL	NIL
Shri Raman Sheshadri Iyer	Executive, non-Independent	NIL	NIL	NIL
Ms. Sakshi Samir Parab	Executive, non-Independent	NIL	NIL	NIL
Ms. Jyoti Mahadev Babar	Executive, non-Independent	NIL	NIL	NIL
Ms. Shilpa Vinod Pawar	Executive, non-Independent	NIL	NIL	NIL
Shri Masanam Chelliah	Non-Executive, Independent	NIL	NIL	NIL
Shri Shishir Dileep Joshi	Non-Executive, Independent	NIL	NIL	NIL
Shri Jahangir Manekshaw Contractor	Non-Executive, Independent	NIL	NIL	NIL

* Other Directorships exclude Directorships held in Private Limited Companies and in Esha Media Research Limited.

Committee of Directors includes Audit Committee, Shareholders / Investors Grievance Committee and Remuneration Committee of Directors only. Committee Membership does not include Membership in Committee of Directors of Esha Media Research Limited.

None of the Directors are inter-se related to each other and none of them is member of the Board of more than fifteen Companies or a Member of more than ten Board-level Committees or a Chairman of more than five such Committees.

(ii) Board Meetings and Attendance of Directors

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Mumbai. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman and the Chief Executive Officer of the Company. The Agenda is circulated a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the financial year ended 31st March, 2014, 5 Board meetings were held on 30th May, 2013, 22nd June, 2013, 29th July, 2013, 18th October, 2013 and 3rd February, 2014. Maximum interval between any two consecutive Board Meetings was well within the maximum allowed gap of four months. The Board meets at least once a quarter to inter-alia review the quarterly performance and financial results of the Company. The Table hereunder gives the attendance record of the Directors at the Board Meetings held during 2013-14 and the last AGM:

Name of the Directors	Number of Board Meetings held	Number of Board Meetings attended	Whether attended last AGM
Shri Raghava Raju Penmatsa	5	Nil	Yes
Shri Jahangir Manekshaw Contractor	5	Nil	No
Shri Raman Sheshadri Iyer	5	5	Yes
Ms. Sakshi Samir Parab	5	5	No
Ms. Jyoti Mahadev Babar	5	5	No
Ms. Shilpa Vinod Pawar	5	5	No
Shri Masanam Chelliah	5	4	No
Shri Shishir Dileep Joshi	5	4	No