



ESHA MEDIA RESEARCH LIMITED
(Formerly LASER DOT LIMITED)

32nd
Annual Report
2014- 2015

ESHA MEDIA RESEARCH LIMITED

(Formerly LASER DOT LIMITED)

THIRTY SECOND ANNUAL REPORT 2014-2015
BOARD OF DIRECTORS

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

Dear Members,

Your Directors have pleasure in presenting their 32nd Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2015.

FINANCIAL RESULTS FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	Year Ended 31st March 2015	Year Ended 31st March 2014
Turnover	1103.61	2797.82
Profit/ (Loss) Before Taxation	33.21	69.92
Add / Less : Tax Expense	17.45	25.88
Profit / (Loss) After Tax	50.66	44.04
Loss B/F From the Previous Year	247.80	293.53
Add : Other Balance W/Off	0	1.69
Loss C/F to the next Year	197.14	247.80

OPERATIONAL REVIEW

The Company recorded a turnover of 1103.61 lakhs during the year under review as against 2797.82 lakhs in the previous year and thus, registering a decline of Rs. 1694.21 lakhs. The net profit after tax is 50.66 Lakhs as against a profit of 44.04 lakhs in the previous year.

Esha Media Research Limited, is developing various other verticals to increase 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 in to 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 2015 with a view to conserve the resources for future.

TRANSFER TO RESERVES

Your Directors do not propose any amount to be transferred to the Reserves for the year ended 31st March 2015.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section titled Report on Corporate Governance has been included in this Annual Report. Your Directors are pleased to report that as on 31 March 2015, your Company is in compliance with the SEBI Guidelines on Corporate Governance.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, annexed to this Directors' Report, provides a more detailed review of the operating performance.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary.

DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

As a part of the effort to evaluate the effectiveness of the internal control systems, your Company's internal audit system reviews all the control measures on periodic basis and recommends improvements, wherever appropriate. The Company has in place adequate internal control systems and procedures commensurate with the size and nature of its business. These systems and procedures provide reasonable assurance of maintenance of proper accounting records, reliability of financial information, protections of resources and safeguarding of assets against unauthorized use. The management regularly reviews the internal control systems and procedures.

CORPORATE SOCIAL RESPONSIBILITY

The Board of your Company has voluntarily constituted a CSR Committee. As on 31 March 2015, the Committee comprises three Directors. Your Company has also adopted a CSR Policy.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

DIRECTORS:

In accordance with the provision of section 152(6) and article the Articles of Association of Company Mr. Raghava Raju Penmatsa and Ms. Jyoti Mahadev Babar will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer themselves for re-appointment. The Board recommends their reappointment.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

REMUNERATION POLICY

The Board has, on the recommendation of the Appointment & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors.

During the year five Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

SHARE CAPITAL

During the Financial Year 2014-15, there was no change in the share capital of the Company either by way through Private Placement/Preferential allotment/Rights issue /Employee Stock Option Scheme of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by company is given in the notes to the financial statements.

RELATED PARTY TRANSACTION

All transactions entered into during the financial year 2014-15 with Related Parties as defined under Section 188 read with Rule 15 of Companies (Meetings of Board and its powers) Rules, 2014 of the Companies Act 2013 and Clause 49 of the Listing Agreement were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any transaction referred to in Section 188 of the Companies Act, with related parties which could be considered material under the Listing Agreement. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act 2013 in Form AOC-2 is not applicable. Attention of Members is drawn to the disclosures of transactions with related parties set out in Notes to Accounts forming part of the Standalone financial statements. As required under Clause 49(VIII) of the Listing Agreement, the Company has formulated a Related Party Transactions Policy which is available on the website of the Company

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure 1".

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

At present the company has not identified any element of risk which may threaten the existence of the company.

PARTICULARS OF EMPLOYEES

- (A) There were no employees drawing salary exceeding the limits prescribed under Section 197 of the Companies Act 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
- (B) The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as

Annexure - 3.

ACKNOWLEDGEMENTS

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and employees at all levels for their continuous cooperation and assistance.

For and on behalf of the Board of Directors

PLACE: HYDERABAD

DATE :14th May, 2015

(P Raghava Raju)

Chairman

A] Conservation of Energy, Technology Absorption:

Your Company is not a power intensive company even though the Company has taken all measures to conserve the energy. Your Company is not using any foreign technology.

B] Foreign Exchange Earning and Outgo:

The Foreign Exchange Earning and Outgo were NIL during the year.

WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Vigil mechanism Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

No case of sexual harassment was reported during the year.

EMPLOYEE RELATIONS

During the year under review, your Company enjoyed cordial relationship with employees at all levels.

AUDITOR'S REPORT/ SECRETARIAL AUDIT REPORT

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report. Certain observations made in the report with regard to non filing of some forms were mainly due to ambiguity and uncertainty of the applicability of the same for the relevant period. Further the Board of directors is also looking for independent directors to make an optimum combination of independent and non-independent directors. The company would ensure in future that all the provisions are complied with the fullest extent.

AUDITORS

The Auditors M/s. Dhakad & Co., Chartered Accountants, Mumbai, retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment as per section 139 of the Companies Act, 2013.

SECRETARIAL AUDIT

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Nishant Jawa & Associates, Practicing Company Secretary, to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as Annexure – 2 to this report

BUSINESS RISK MANAGEMENT

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Clause 49 of the listing agreement, the company has constituted a business risk management committee. The details of the committee and its terms of reference are set out in the corporate governance report forming part of the Boards report.

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2015
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1	CIN	L72400TG1984PLC004472
2	Registration Date	08th February, 1984
3	Name of the Company	Esha Media Research Limited
4	Category/ Sub- Category of the Company	Indian Non Government Company
5	Address of the Registered Office and contact details	3-4-480/3 Barkatpura, Hyderabad – 500027 Tel: 022-67969957 Email: eshanews@gmail.com
6	Whether the Company is Listed	Yes
7	Name, Address, Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad - 500081. Tel No: 040-23312454 Fax No: 040-23440674

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated

Sr. No.	Name and description of main products/ services	NIC Code of the products/ services	% of the total turnover of the Company
1	Market Research Services	9983	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
1	NIL				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. 1 Promoters									
I. Indians	0	0	0	0	0	0	0	0	0
a. Individual/ HUF	2928118	422864	3350982	42.92	3101321	392864	3494185	44.76	1.84
b. Central Govt	0	0	0	0	0	0	0	0	0
c. State Govt(s)	0	0	0	0	0	0	0	0	0
d. Bodies Corporate	503800	488816	992616	12.71	647350	345266	992616	12.71	NIL
e. Bank/ FFI's	0	0	0	0	0	0	0	0	0
F. Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (1)	0	0	0	0	0	0	0	0	0
2. Foreign	0	0	0	0	0	0	0	0	0
a. NRI's Individual	0	0	0	0	0	0	0	0	0
b. Other – Individual	0	0	0	0	0	0	0	0	0
c. Bodies Corp.	0	0	0	0	0	0	0	0	0
d. Banks/ FI	0	0	0	0	0	0	0	0	0
e. Any other	0	0	0	0	0	0	0	0	0
Sub Total (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	3431918	911680	4343598	55.64	3748671	738130	4486801	57.47	1.84
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	1000	0	1000	0.01	1000	0	1000	0.01	NIL
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	1000	0	1000	0.01	1000	0	1000	0.01	NIL
2. Non-Institutions	1927781	31000	1958781	25.09	1908468	31000	1939468	24.84	-0.25
a) Bodies Corp. i) Indian ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	195701	198230	393931	5.05	220007	196230	416237	5.33	0.28
i) Individual share holders holding nominal share capital upto Rs. 1 lakh	709583	100036	809619	10.37	863138	100036	963174	12.34	1.97
ii) Individual shareholders holding nominal share capital in excess of Rs 1 Lakh	30001	0	30001	3.84	250	0	250	0.00	3.84
c) Others (specify)	3133066	329266	3462332	44.35	2991863	327266	3319129	42.52	5.84
Sub-total (B)(2):- Total Public Shareholding (B)=(B)(1)+(B)(2)	3134066	329266	3463332	44.36	2992863	327266	3320129	42.53	5.84
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	6565984	1240946	7806930	100	6741534	1065396	7806930	100	NIL