



**ESQUIRE MONEY
GUARANTEES LIMITED**

**ANNUAL REPORT
2013**

Director

Mr. kishor G. Patil
Mrs. Rajashree K Patil
Mr. Suresh Jajodia

Auditors

H. T. Merchant & Co.
Chartered Accountants, Mumbai

Registered Office

4F2, Court Chambers, 35,
New Marine Lines,
Mumbai 400 020

Registrar & Share Transfer Agent

ABS Consultant Private Limited
4, B.B. D. Bagh (East), \
Kolkata – 700 001

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of Esquire Money Guarantees Limited will be held on Friday, the 20th September, 2013 at 11:30 A.M. at the Registered Office of the Company at 4F2, Court Chambers, 35, New Marine Lines, Mumbai 400 020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and Profit and Loss Account for the year ended as on that date and Reports of the Directors and Auditors thereon.
2. To appoint a Directors in place of Mr. Suresh Jajodia and Mrs. Rajashree Patil who were retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board of
Directors

Sd/-
Kishor Patil
Director

Place : Mumbai
Dated : 27th August 2013

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. 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, duly completed, stamped and signed. Corporate members are requested to send board resolution duly certified authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 20th September 2013 to 20th September 2013.

DIRECTOR'S REPORT

Your Directors have Pleasure in Presenting the Annual Report together with audited statement of accounts for the year ended 31st March, 31st March 2013

WORKING RESULTS

(Amount in Rs)

Particulars	31.03.2013	31.03.2012
Total Income	429,750.00	873,150.00
Depreciation	13,546,177.00	13,538,230.00
Profit (Loss) Before Tax	(69,778.12)	93,794.47
Provision for Tax-FBT	-	-
Provision after Tax	(69,778.12)	93,794.47
Prior Period Adjustments	-	-
Balance brought forward	(6,562,210.29)	(6,656,004.76)
Balance carried to Balance Sheet	(6,631,988.41)	(6,562,210.29)

DIVIDEND:

In View of the inadequate Profit, your directors do not Proposed any dividend for the year.

DIRECTORS

Mr. Suresh Jajodia and Mrs. Rajashree were retires by rotation and being eligible, offer them selves for re-election.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors State:

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanations relating to material departure;
- ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that ate 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 the loss of the Company for the period;
- iii) That the Directors had taken proper and sufficient care 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 had prepared the annual accounts o a going concern basis.

FIXED DEPOSITS

Your company has neither invited nor accepted any Fixed Deposits from the public during the financial year under review.

CORPORATE GOVERNANCE AND COMPLIANCE CERTIFICATE:

Separate notes on Corporate Governance and Management Discussion and Analysis Report are set out as Annexure “A” and “B” respectively. A Certificate from the Auditor of the Company certifying compliance conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

LISTING AGREEMENTS REQUIREMENTS:

The securities of your company are listed at BSE Ltd., Mumbai. Trading in company’s securities remain suspended at BSE Ltd. for various reasons including non-submission of documents and all possible steps are being taken by the management to get shares traded at the floor of the BSE Ltd.

BUY-BACK OF SHARES

There was no buy-back of shares during the year under review.

PARTICULARS OF THE EMPLOYEES:

None of the employees employed during the year was in receipt of remuneration in excess of the Prescribed limit specified in section 217 (2A) of the Companies Act, 1956 Hence, furnishing of particulars under the Companies (Particulars of Employees) 1975 does not arise.

AUDITORS

M/s. H. T. Merchant & Company Chartered Accountant, Auditors of the Company retires at the ensuing Annual General Meeting. They have expressed their willingness for reappointment.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

During the year under review, there were no activities, which required heavy consumption of energy. However adequate measures have been taken to make sure that there is no wastage of energy. Since the requisite information with regard to the conservation of energy, technology absorption (Disclosures of Particulars in the report of Board of Directors) Rules is irrelevant/not applicable to the company during the year under review, the same are not reported.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

Foreign Exchange earnings and Outgo is not Applicable to the Company.

ACKNOWLEDGEMENTS

The Board of Directors wish to place on record their appreciation for the co-operation and support of the Company's Bankers, its valued customers, employees and all other intermediaries concerned with the company's business.

Your directors sincerely thank all members for supporting us during the difficult days. We look forward to your continued support and reiterate that we are determined to ensure that the plans are successfully implemented.

By Order of the Board of
Directors

Place : Mumbai
Dated : 27th August 2013

Sd/-
Kishor Patil
Director

: CORPORATE GOVERNANCE:

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Esquire Money Guarantees Limited aims at ensuring high ethical standards in all areas of its business operations to enhance its stake holder's value

In accordance with Clause 49 of the Listing agreement with the Stock Exchanges, the details of governance including compliances by the Esquire Money Guarantees Limited with the provisions of Clause 49 are as under:

1. BOARD OF DIRECTORS:

As on 31st March 2013, The Company's Board consisted of three (3Nos.) independent /non-executive directors, who have rich experience in their fields.

The Board of the Company met 5 times during the last financial year on the following dates 26.07.2012, 31.08.2012, 25.10.2012, 29.01.2013 & 25.04.2013.

Code of conduct:

The Company has already implemented a Code of Conduct for all Board Members and Senior Managements of the company in compliance with Clause 49 (1) of the Listing Agreement. But, since the operations of the Company were not much, the application of the code of conduct was limited to that extent

The constitution of the Board as on 31st March 2013 and the attendance of the Directors are given below:

Name of the Director	Category of the Director	No. of other Directorship (*)	No. of Board meetings Attended	Attendance at Last AGM
Suresh Jajodia	Independent Non Executive Director	-	5	Present
Rajashree Patil	Independent Non Executive Director	4	5	Present
Kishor Patil	Independent Non Executive Director	4	5	Present

- Excludes Directorship in Indian Private Limited Companies, Foreign Companies, Companies u/s 25 of the Companies act, 1956
- The Director(s) are neither Chairman nor members of any other committee(s) other than Audit committee, grievance committee, remuneration committee of Esquire Money Guarantees Limited as mentioned in this report.

Detailed Agenda is circulated/ sent to the members of the Board in advance The Board discuss/ deliberate and decides on all the topics/ matters including those suggested in the Listing Agreement, as and when the requirement arises.

Risk Mitigation Plan: The Company has already adopted a risk mitigation plan, suitable to the Company. During the year there were no activities that required the assessment of risk.

2. AUDIT COMMITTEE:

The total strength of the Audit Committee is three. The said committee was constituted to exercise powers and discharge function as stipulated in Clause 49 of the Listing Agreement, and other relevant statutory and regulatory provisions. The Chairman of the audit committee is an independent/non executive director, and of the other two members one is executive director and the other is non-executive / independent director.

During the relevant financial year, five Audit Committee Meetings were held on 26.07.2012, 31.08.2012, 25.10.2012, 29.01.2013 & 25.04.2013

The constitution of the Committee and the attendance of each member of the Committee is given below:

Name of the Member	Category	No. of Meetings	Attendance (No)
Suresh Jajodia	Chairman, Independent & Non Executive Director	5	5
Rajashree Patil	Independent & Non Executive Director	5	5
Kishor Patil	Independent & Non Executive Director	5	5

3. SHARE HOLDERS GRIEVANCE/ SHARE TRANSFER COMMITTEE:

Share Holder's Grievance Committee

Share Holders Grievance Committee consists of two independent Directors, and one compliance officer who have met on 26.07.2012, 25.10.2012, 29.01.2013 & 25.04.2013
As on 31st March, 2013, Company has no complaints / grievances.

The data for the year is as follows: No of Complaints received from share holders/ Exchange during the year 2012-13.

During the year company had affected transfers involving (Nil) equity shares.

The constitution of the Committee as on today is as under:

Name of the Member	Category	No. of Meetings	Attendance
Suresh Jajodia	Chairman, Independent & Non Executive Director	4	4
Rajashree Patil	Independent & Non Executive Director	4	4
Kishor Patil	Independent & Non Executive Director	4	4