



**ESQUIRE MONEY
GUARANTEES LIMITED**

**ANNUAL REPORT
2014**

29TH ANNUAL REPORT

2013-2014

ESQUIRE MONEY GUARANTEES LIMITED

Board of Directors : Shri Kishor G. Patil Director
Shri Rajashree K. Patil Director
Smt. Shailesh Parab Director

Bankers : HDFC Bank
Mumbai

Auditors : H. T. Merchant & Co.
Chartered Accountants
Mumbai

Registered Office : 4F2, Court Chambers,
35, New Marine Lines,
Mumbai – 400 020
Phone : 9167346889
E-mail : investoremgl@in.com

Registrars & Share transfer Agents: ABS Consultant Pvt. Ltd.
“Stephen House”, Room No. 99
6th Floor, 4, BBD Bag(East),
Kolkata-700001
Phone No.: 2243-0153, Fax- 2243-0153
Email Id- absconsultant@vsnl.net

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of Esquire Money Guarantees Limited will be held on Friday, the 30th September, 2014 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, 2014 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 Mrs. Rajashree Patil and Mr. Kishor Patil who were retires by rotation and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:-

“RESOLVED that Mr. Shailesh Parab, who was appointed with effect from 25.10.2012 as a Director of the Company and holds office upto the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company”.

By Order of the Board of
Directors

Place : Mumbai
Dated : 27th August 2014

Kishor Patil
Director

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 23rd September 2014 to 25th September 2014.

Explanatory Statement pursuant to the provisions of Section 173 (2) of the Companies Act, 1956 with regard to the Special Business as set out in the accompanying notice.

Item No. 3

Mr. Shailesh Parab was appointed as an additional Director by the Board of Directors of the Company at their meeting held on 25.10.2012 pursuant to Section 260 of the Companies Act, 1956. Mr. Shailesh Parab shall hold office as additional Director up to the date of the ensuing Annual General Meeting. Notices have been received under Section 257 of the Companies Act, 1956 from some members of your Company signifying their intention proposing the appointment of Mr. Shailesh Parab as Director of your Company as set out under proposed Resolution Nos.3

The Board recommends the proposed Resolution Nos. 3 for your approval. None of the Director except who is being appointed is directly or indirectly concerned or interested in the resolutions.

By Order of the Board of
Directors

Place : Mumbai
Dated : 27th August 2014

Kishor Patil
Director

DIRECTOR'S REPORT

Your Directors have Pleasure in Presenting the Annual Report together with audited statement of accounts for the year ended 31st March 2014

WORKING RESULTS

(Amount in Rs)

Particulars	31.03.2014	31.03.2013
Total Income	429,750.00	873,150.00
Depreciation	138,620.00	131,689.00
Profit (Loss) Before Tax	(69,778.12)	93,794.37
Provision for Tax-FBT	-	-
Provision after Tax	(69,778.12)	93,794.37
Prior Period Adjustments	-	-
Balance brought forward	(6,562,210.29)	(6,656,004.76)
Balance carried to Balance Sheet	(6,631,988.41)	(6,562,210.39)

DIVIDEND:

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

DIRECTORS

Mrs. Rajashree Patile and Mr. Kishor Patil were retires by rotation and being eligible, offer them selves for re-election.

Mr. Shailesh Parab was appointed as an additional Director of the Company and Mr. Suresh Jajodia esigned from the office Directors of the Company

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 2014

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 2014, 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 27.07.2013, 27.08.2013, 30.10.2013, 28.01.2014 & 28.04.2014.

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 2014 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
Shailesh Parab	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.