

SEQUEL E-ROUTERS LIMITED

Sequel E-Routers Limited

Board of Directors

Mr. Kamlesh Dave
Mr. Sunil Devraj Kumar
Mrs. Jitumati Shah

Chairman and Executive Director
Independent and Non-Executive Director
Independent and Non-Executive Director

Auditors

M/s. P. Dalal & Co.,
Chartered Accountants
75, Samast Bramkshatriya Society,
Bhattha, Paldi, Ahmedabad-380007.

Registered Office
302, Mahakant Complex,
Nr V S Hospital,
Ellisbridge, Ahmedabad - 380015

SEQUEL E-ROUTERS LIMITED

NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Company will be held at 302, Mahakant Complex, Nr V S Hospital, Ellisbridge, Ahmedabad – 380015 on 30th September, 2011 at 3.00 p.m. to transact the following business:-

ORDINARY BUSINESS:

1. To receive and adopt the audited balance sheet as 31st March, 2011 and profit & loss account of the company for the year ended on 31st March, 2011 and the Report of the Directors' and Auditors.
2. To appoint Director in place of Mr. Sunil Kumar who retires by rotation and being eligible offers himself for reappointment.
3. To appoint the Auditor & fix their remuneration.

Date: 24/06/2011
Place: Ahmedabad

For & on behalf of the Board of Director

Sd/-
(Sunil Kumar)
Director

Sd/-
(Kamlesh Dave)
Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be lodged at the registered office of the Company not later than 48 hours before the meeting.

2. Pursuant to section 154 of the Companies Act, 1956, Register of Members and Shares Transfer Books of the Company will remain closed from 18th September, 2011 to 30th September, 2011 (both days inclusive).
3. The Company has appointed M/s. Sharepro Services (India) Private Limited, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, Demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the

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Registrars directly quoting Folio No., full name and Address to Sharepro Services (India) Private Limited d, Unit: Sequel E-routers Limited.

4. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
5. Members are requested to bring their copies of the Annual Report to the Meeting.
6. Members are requested to update their Email ID with their respective depository participant and with the Company's Registrar and Transfer Agents (RTA) to enable dispatch the communications in electronic form from time to time as your Company have taken a "Green Initiative" as per the directions of Ministry of Corporate Affairs, New Delhi allowing paperless compliances for Companies.
7. Members holding shares in physical form are requested to notify to the company's Registrar and share Transfer Agent, M/s Sharepro Services (India) Private Limited, quoting their folio, any change in their registered address with pin code and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participant.
8. Corporate Members intending to send their authorized representatives under Section 187 of the Companies Act, 1956, are requested to send a duly certified copy of the board Resolution authorizing their representatives to attend and vote at the Meeting.
9. In case of joint holding, the joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.

For & on behalf of the Board of Director

Date: 24/06/2011
Place: Ahmedabad

Sd/-
(Sunil Kumar)
Director

Sd/-
(Kamalesh Dave)
Director

SEQUEL E-ROUTERS LIMITED

DIRECTORS' REPORT

To,
The Members

The Directors' present the Annual report on the business and operations of your Company for the year 2010-2011.

FINANCIAL RESULTS AND OPERATIONAL REVIEW:

Particulars	Year Ended 31.03.2011	Year Ended 31.03.2010
Gross Sales/Income	150000	85000
Less Depreciation	Nil	Nil
Profit/(Loss) before Tax	(496385)	(4089960)
Taxes/Deferred Taxes	Nil	Nil
Profit/(Loss) After Taxes	(496385)	(4089960)
P& L Balance b/f	(49319810)	(45229850)
Profit/ (Loss) carried to Balance Sheet	(49816195)	(49319810)

Your Directors feel pleasure to report that the Company is stay on making profit in its life cycle because of heavy past year losses Company make only set off loss by this year profit.

PARTICULARS OF EMPLOYEES:

There is no employee receiving salary of Rs. 24 Lac per annum or Rs. 2 Lac per month during the 12 Months period ended 31st March, 2011, the details as required to be furnished under section 217(2A) of the companies Act 1956 read with the Companies (Particulars of employee) Rules, 1975 as amended.

DIRECTORS:

Mr. Sunil Kumar Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer them for re-appointment.

RESPONSIBILITY STATEMENT:

As required u/s 217(2AA) of the Companies Act, 1956 your Director confirms that in the preparation of the annual accounts.

The applicable accounting standards have been followed along with proper explanation relating to material departures.

Such accounting policies have been selected and applied consistently and reasonable and prudent judgments and estimates made, 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 profit/loss of the company for that period.

Proper and sufficient care has been taken for the maintenance of the adequate accounting records in accordance with provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

The annual accounts have been prepared on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:

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As required under rule 3 of the companies (Disclosure of Particulars in the report of Board of Directors) Rules 1998, the particulars relating to the conservation of energy, Technology absorption, and the foreign exchange earnings and outgo are also Nil.

APPOINTMENT OF AUDITORS:

M/s. P. Dalal & Co., Chartered Accountants, Ahmedabad, the retiring auditors being eligible offer themselves for re-appointment. Members are requested to appoint them as auditors of the company.

PUBLIC DEPOSITS

The Company has not accepted any deposits from the public during the year under review. Your Company is listed with the Bombay Stock Exchange, Ahmedabad Stock Exchange Limited, Vadodara Stock Exchange Limited.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management discussion and analysis Report, pursuant to Clause 49 of the Stock Exchange Listing agreement, forms part of this Report and the same is annexed hereto.

REPORT ON CORPORATE GOVERNANCE:

A separate Report on Corporate Governance along with Certificate from Auditors on its compliance as annexed hereto.

SEGMENT:

Your Company is engaged in a single segment only.

ACKNOWLEDGEMENT:

The management is grateful to the government authorities, Bankers, Vendors for their continued assistance and co-operation. The directors also wish to place on record the confidence of members in the company.

Date: 24/06/2011
Place: Ahmedabad

For & on behalf of the Board of Director

Sd/-
(Sunil Kumar)
Director

Sd/-
(Kamalesh Dave)
Director

SEQUEL E-ROUTERS LIMITED

Report on Corporate Governance

(Pursuant to Clause 49 of the Listing Agreement)

A. Mandatory Requirements

The Board of Directors of the Company gives due support to the principles behind the good Corporate Governance. Given below is a report on Corporate Governance:

1. COMPANY'S PHILOSOPHY

The Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the law coupled with total adherence to highest norms of business ethics. These two main drivers, together with the company's ongoing contributions to the local communities it operates in through meaningful and relevant Corporate Social Responsibility initiatives add to enhance the stakeholders value.

The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the employees & communities surrounding our plant and facilities, transparency in decision making process and fair & ethical dealings with all, pollution free clean environment and last but not the least, accountability to all the stakeholders. These practices are being followed since the inception and have contributed to the company's sustained growth.

2. BOARD OF DIRECTORS

2.1 Composition of Board of Directors as on date of Report:

The Board of Directors of the Company comprised three Directors out of which two were non-executive Directors and one executive director. All the non-executive Directors are also independent directors. The Chairman is an executive director.

Name of Director	Category
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Mr. Kamalesh L. Dave	Chairman and Executive Director
Mrs. Jitumati V. Shah	Non-Executive and Independent Director
Mr. Sunil Kumar	Non-Executive and Independent Director

2.2 Responsibilities of the Board

The responsibility such as policy formulation, performance review and analysis and control, direction and management of the affairs of the company is vested in the Board of Directors presided over by the Director. The Board has delegated some of its powers to the executives of the company. The Board reviews from time to time such delegated powers and their utilization for effective functioning of the Company.

2.3 Board Meetings and Attendance Record of Directors:

The meetings of the Board of Directors are held at periodical intervals and are generally at the Board Room of the Company. The meeting dates are decided well in advance and the agenda and notes on agenda are circulated in advance to the directors. All material information is incorporated in the notes on agenda for facilitating meaningful and focused discussion at the meeting. Where it is not perusable to attach supporting or relevant documents to the agendas, the same is tabled before the meeting. In case of business exigencies or urgency of

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matters, resolutions are passed by circulation. Senior Management persons are often invited to attend the Board Meetings and provide clarifications as and when required.

During the year under review, the Board duly met.

Extra Ordinary General Meeting:

No Extra Ordinary General Meeting held during the year under review.

Attendance of Directors at Meetings of Board of Directors and last AGM:

Name of Director	Category of Directorship	No. of other Directorship
Mr. Kamalesh Dave	Chairman and Executive Director	NIL
Mr. Sunil Kumar	Independent and Non-Executive Director	NIL
Mrs Jitumati V. Shah	Independent and Non-Executive Director	2

2.4 Details of Directors seeking re-appointment at the ensuing Annual General Meeting

As per the provisions of the Companies Act, 1956, two third of the directors of a company should be retiring directors, of which one third of such directors are required to retire every year and if eligible, they qualify for re-appointment.

Mr. Sunil Kumar retires by rotation at the ensuing Annual General Meeting and offer themselves for re-appointment.

(a) Profile of Mr. Sunil Kumar Director being appointed u/s 255, 256 of the Companies Act, 1956

Name	Mr. Sunil Kumar
Date of Birth	03/03/1987
Date of Appointment	13/06/2005
No. of shares held in the company	8500
No. of warrants held in the company	N.A
Directorship in other company	Nil

2.5 Details of Directors who are as Chairman and Directors in other Public Companies

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49 (C) (ii) across all the Companies in which he is a director. The necessary disclosure regarding Directorship and Committee position have been made by the Directors who are on the Board of the Company as on 31st March, 2011 and the same is reproduced herein below :

Sr. No.	Name of Director	No of Directorship in other	No. of Committees positions	No. of Committees positions
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		Public Companies	held as Chairman on other public Companies	held as member in other public Company
1.	Mr. Kamalesh Dave	--	--	--
2.	Mr. Sunil Devraj Kumar	--	--	--
3.	Mrs Jitumati V. Shah	2	--	--

3. COMMITTEE OF BOARD

The Company had Three Board Committees. These are

1. Audit Committee
2. Remuneration Committee
3. Share Transfer & Shareholders/Investor Grievance Committee

Moving with various committees formed and reported in the previous Annual Report and in line with the requirements of SEBI and Stock Exchanges, the Board has formally constituted the following committees of Directors.

3.1 Audit Committee:

The Audit committee constituted by the Board of directors as per the provisions of Clause 49 of the listing Agreements as well as in Section 292A of the Companies Act, 1956 as below.

a. Composition:

As on 31.03.2011, the Audit Committee comprised of three Directors namely:

Mrs Jitumati V. Shah	Chairman	-Non Executive & Independent Director
Mr. Sunil Kumar	Member	-Non Executive & Independent Director

The Audit Committee of the Board of Directors of the Company, Inter-aila, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

The audit committee while reviewing the Annual Financial Accounts ensures compliance of the Accounting Standard (AS) issued by the Institute of Chartered Accountants of India.

Brief description of terms of reference:

A. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

B. Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment of any other Consultancy services provided by the statutory auditor.

C. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:

- Review the financial reporting process and disclosure of its financial information
- Review with the management, Annual financial statements before submission to the Board

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- Review with the management, statutory Auditors and Internal Auditors and adequacy of internal control systems
- Review the company's accounting and risk management policies
- Review the company's accounting and management reporting systems and updates the same from time to time recommend the appointment and removal of statutory and Internal Auditors and fixation of fees for the same.
- Review quarterly financial statement.
- Review internal investigations made statutory/ Internal Auditors.
- Scope of Statutory/ Internal Audit
- Review fixed deposits/repayment systems etc.
- Any other applicable functions as described in Corporate Governance.
- Review related party transactions.

Executive summary of the Audit Committee Meetings are placed before the immediate next Board Meetings held after the Audit Committee for deliberations and the full minutes of the same are placed before the following Board Meeting for recode. The Board of Directors, regularly appraised on the recommendations for the Audit Committee, further, at the beginning of the financial year, the Committee discuss the plan for the internal audit and statutory audit.

Dates of the Audit Committee Meetings are fixed in advance and agenda is circulated to the Directors at least seven days before the meeting.

As required under Clause 49(III)(E) of the Listing Agreement, the Audit Committee had reviewed the following information:

- Management Discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions submitted by management
- Management letters/letters of internal controls, weaknesses issued by the Statutory Auditors.
- Internal Auditors Reports relating to internal control weaknesses.
- Appointment, removal and terms of remuneration of the internal auditors.

During the year under review, the 4 Audit Committee Meetings were held during Financial Year 2010-11 The dates on which the said meetings were held as follows:

28/04/2010	29/07/2010	27/10/2010	28/01/2011
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3.2 Remuneration Committee:

The remuneration committee of the Company comprises of Mr. Kamalesh Dave as Chairman and members as Mr. Sunil Kumar and Mrs Jitumati V. Shah.

The Remuneration Committee reviewing the overall compensation policy, service agreements and other employments and other employment conditions of Managing / Whole time Directors and Managing Director etc.

There was no meeting of Remuneration Committee during the Financial Year 2010-11

3.3 Share Transfer & Shareholders'/Investor Grievance Committee:

The Share Transfer & Shareholders'/Investor Grievance committee comprises as under:

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Sr. No.	Name	Position
1	Mr. Kamallesh Dave	Chairman
2	Mr. Sunil Kumar	Member
3	Mrs Jitumati V. Shah	Member

Mr. Kamallesh Dave Chairman and Executive Director of the company was heading the committee as well as he was designated as the Compliance officer of the Company.

The committee is responsible for approving and monitoring transfers, transmission, splitting and consolidation of shares issued by the Company. In addition to that, the committee also monitors redressal of complaints from shareholders relating to transfer of shares, non-receipt of balance sheet etc., No sitting fees is paid to the committee members. The Committee reviewed redressal of investors Grievances pertaining to share transfer, dematerialization of shares, replacement of lost, mutilated and old share certificates, change of address etc. The committee has also taken steps to strengthening investors relations.

The status of shareholders' complaints received so far/number solved to the satisfaction of shareholders/number of pending share transfer transactions (as on 31st March, 2011 is given below :

Complaints Status: 01.04.2010 to 31.03.2011

- Number of complaints received so far : Nil
- Number of complaints solved : Nil
- Number of pending complaints : Nil

4. GENERAL BODY MEETING:

a. Location and time where last three AGMs were held:

Year of AGM	Date of the AGM	Time	Place of AGM Held
2008	29 th September, 2008	3.00 P.M.	302, Mahakant Complex, Nr V S Hospital, Ellisbridge, Ahmedabad – 380015
2009	30 th September, 2009	3.00 P.M.	302, Mahakant Complex, Nr V S Hospital, Ellisbridge, Ahmedabad – 380015
2010	30 th September, 2010	3.00 P.M.	302, Mahakant Complex, Nr V S Hospital, Ellisbridge, Ahmedabad – 380015

Passing of the Resolution by postal Ballot:

During the year under review no resolution(s) were transacted through Postal Ballot. At the ensuing annual general meeting there are no resolutions proposed to be put through postal ballot.

(b) All the resolutions including special resolutions set out in the respective notices were passed by the shareholders. The following special resolutions were passed in previous Three Annual General Meeting for the year:

2010

No special resolution passed in the year under review.