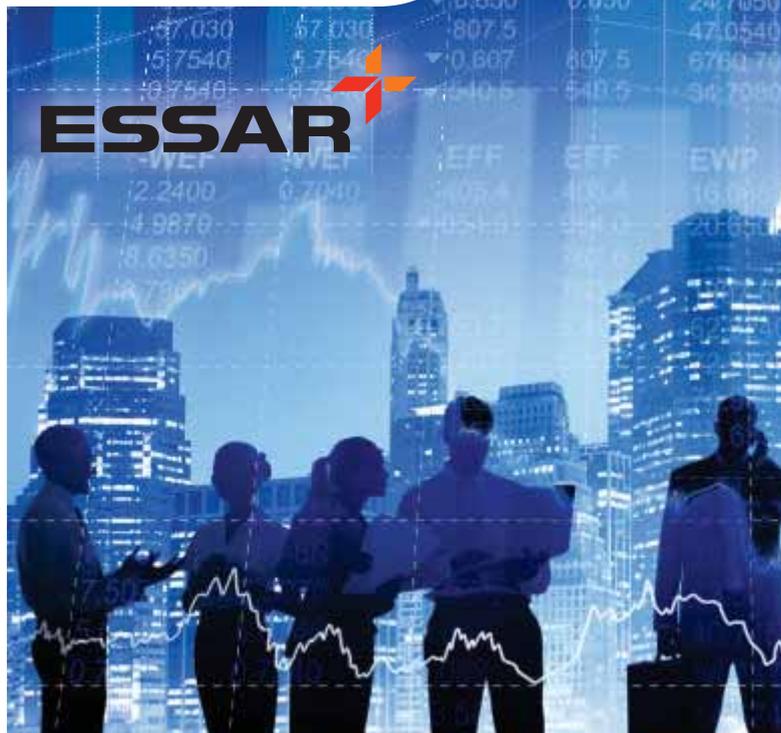




Essar Securities Limited

Annual Report 2014 - 15



BOARD OF DIRECTORS:

(As on August 13, 2015)

Mr. Neeraj Gupta
 Mr. S. V. Venkatesan
 Mr. N. B. Vyas
 Mr. Sujay Sheth
 Ms. Suparna Singh

Chief Financial Officer

Mr. Girish Vyas

Manager, Company Secretary and Compliance Officer

Mr. Ashish Vyas

Auditors:

Nisar and Kumar,
 Chartered Accountants
 1305, Arcadia Bldg.,
 Near Earnest House, NCPA Marg,
 Nariman Point, Mumbai – 400 021

Bankers:

ING Vysya Bank Limited
 Axis Bank Limited

Registered Office:

56, New No. 77,
 C. P. Ramaswamy Road,
 Abhiramapuram,
 Chennai – 600 018
 Tel: 91 44 2499 1992

Corporate Office:

Essar House,
 11, K. K. Marg,
 Mahalaxmi, Mumbai – 400 034
 Tel: 91 22 6660 1100
 Fax: 91 22 6666 9432
 Visit us at www.essar.com

Registrar and Transfer Agent:

Data Software Research Co. Pvt. Ltd.
 19 Pycroft Garden Road,
 Off Haddows Road,
 Nungambakkam,
 Chennai – 600 006
 Tel. : +91-44-4510 5120,
 +91-44-28213738, +91-44-28214487
 Fax. : +91-44-2821 4636
 Email : essar.securities@dsrsc-cid.in

CONTENTS	
	Page No.
Notice	2
Director's Report	9
Independent Auditors' Report	32
Balance Sheet	34
Statement of Profit and Loss	35
Cash Flow Statement	36
Significant Accounting Policies and Notes to Account	37
Proxy Form	45
Attendance Slip	46
E-mail registration form	47

NOTICE

Notice is hereby given that the **Tenth Annual General Meeting** of the Members of **Essar Securities Limited** (CIN - L65990TN2005PLC071791) will be held on Wednesday, September 30, 2015 at 11.00 a.m. at Essar House, 5th Floor, 7, Esplanade, Chennai - 600 108 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2015 together with the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Neeraj Gupta (DIN00317395), who retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.
3. To appoint Nisar & Kumar, Chartered Accountants, (Registration number 127820W), retiring Auditors of the Company who are eligible for re-appointment for the period commencing from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twelfth (12th) AGM to be held in 2017 (subject to ratification of their appointment at the AGM to be held in 2016) and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Ms. Suparna Singh (DIN 07142898), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 31, 2015 pursuant to the provisions of Section 161 and 149 of the Companies Act, 2013 and holds office up to the date of the this AGM and is eligible for appointment and in respect of whom the Company has received a notice in writing alongwith requisite deposit under section 160 of the Companies Act, 2013, proposing her candidature for the office of a director, be and is hereby appointed as a director of the Company, liable to retire by rotation".

5. To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, and Clause 49 of the Listing Agreement and as approved by the Audit Committee and the Board of Directors of the Company, the agreements entered into with

following related parties for providing services for a period of 3 years w.e.f. 1st April, 2015 for the values as detailed below be and are approved:

Name of the Related Parties	Approximate Value of Transaction (₹ In Lacs)		
	2015-16	2016-17	2017-18
Imperial Consultants and Securities Private Limited	36.00	41.00	47.00
Essar Capital Limited	9.00	10.00	12.00
Girishan Investment Private Limited	6.00	7.00	8.00
Imperial Procurement Services Private Limited	9.00	10.00	11.00
Essar Teleholdings Limited	12.00	13.00	15.00
Essar Investments Limited	14.00	15.00	18.00

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to carry on the purpose of the aforesaid resolution."

Notes:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument(s) appointing the proxy, if any, shall be deposited at the Registered Office of the Company, not less than forty eight (48) hours before the commencement of the meeting. Proxies be submitted on behalf of limited companies, societies must be supported by appropriate resolution / authority as applicable.

3. Members/Proxies should bring their attendance slip sent herewith duly filled in for attending the Meeting. Only Members / Proxies will be admitted into the Auditorium for the Meeting.
 4. The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2015 to September 30, 2015 (both days inclusive).
 5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 6. Members holding shares in physical form are requested to notify any change in their address to the Company's R & T Agent, Data Software Research Co. Pvt. Ltd., 19 Pycroft Garden Road, Off Haddows Road, Nungambakkam, Chennai – 600006. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
 7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc., from the Company electronically.
 8. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
 9. Members wishing to claim dividends, which remain unclaimed are requested to correspond with the Company's R & T Agent, Data Software Research Co. Pvt. Ltd., 19 Pycroft Garden Road, Off Haddows Road, Nungambakkam, Chennai – 600006. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund.
 10. Members desiring any information as regards the accounts are requested to write to the Company at least 7 days before the date of the Meeting as to enable the management to keep the information ready.
 11. DIN refers to Director Identification Number.
 12. The Register of Directors' Shareholdings maintained under Section 170 and Register of Contract or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company during the office hours on all working days, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.
13. The relative explanatory statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the special business under Item Nos. 4 and 5 of the Notice, is annexed hereto. The relevant details, as required under clause 49 of the Listing Agreement entered into with the Stock Exchange, of persons seeking appointment/re-appointment as directors under item No. 2 and item No. 4 of the Notice is also annexed.
 14. Information and other instructions relating to the remote e-voting:
 - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed in the 10th Annual General Meeting (AGM) by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
 - (b) The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as agency to provide e-voting facility.
 - (c) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot paper.
 - (d) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - (e) The remote e-voting shall commence on Friday, 25th September 2015 (10.00 a.m.) and ends on Tuesday, 29th September, 2015 (5.00 p.m.). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 23rd September 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - (f) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, 23rd September 2015.

- (g) A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Wednesday, 23rd September 2015 only shall be entitled to avail the facility of remote e-voting and voting at Meeting through ballot paper.
- (h) The Board of Directors of the Company has appointed CS Manish Baldeva, (Membership No. FCS 6180) Prop. M/s. M Baldeva Associates, Company Secretaries, as Scrutinizer to scrutinize the voting through ballot paper and remote e-voting process in a fair and transparent manner.
- (i) The Scrutinizer, after scrutinizing the votes cast at the meeting through ballot paper and through remote e-voting, will, not later than 3 days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company viz. www.essar.com and on the website of the CDSL viz. www.evotingindia.com. The results shall simultaneously be communicated to the stock exchange.
- (j) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Wednesday, 30th September 2015.

The instructions for members for voting electronically are as under:-

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Essar Securities Limited on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board

For **Essar Securities Limited**

Date : August 13, 2015
Place : Mumbai

Ashish Vyas
Company Secretary

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Ms. Suparna Singh was appointed as an Additional Director of the Company on March 31, 2015 by the Board of Directors under Section 161 of the Companies Act, 2013. In accordance with Section 161(1) of the Companies Act, 2013, Ms. Suparna Singh holds office only up to the date of this Annual General Meeting and is eligible for appointment as a Director. A notice under Section 160(1) of the Companies Act, 2013 has been received from a Member signifying his intention to propose appointment of Ms. Suparna Singh as a Director.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Suparna Singh as a Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Suparna Singh as a Director.

Brief resume of Ms. Suparna Singh, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange are set out in the Annexure forming part of this Notice.

The Board recommends the Ordinary Resolution set out at item No. 4 of the Notice for approval by the members.

Except Ms. Suparna Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the said resolution.

ITEM NO. 5

During the financial year 2013-14 Company had entered in to a Service Agreement with Imperial Consultants and Securities Private Limited, Essar Capital Limited, Girishan Investment Private Limited, Imperial Procurement Services Private Limited, Essar Teleholdings Limited and Essar Investments Limited. The said Agreement was valid for two years i.e. upto March 2015.

The Company has extended this agreement for a further period of three years w.e.f. 1st April, 2015.

As per provisions of section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Power) Rules, 2014 and amended Clause 49 of the Listing Agreement, approval of members by Special Resolution is required for all material related party transaction(s).

The details regarding proposed transaction with the said parties, as per the provisions of Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 are as follows:

Name of Related Party	Imperial Consultants and Securities Private Limited	Essar Capital Limited	Girishan Investment Private Limited	Imperial Procurement Services Private Limited	Essar Teleholdings Limited	Essar Investments Limited
Name of the Director or KMP who is related, if any	Mr. N. B. Vyas	–	–	Mr. N. B. Vyas	–	–
Nature of Relationship	Director	–	–	Director	–	–
Nature of Contract	Providing Services	Providing Services	Providing Services	Providing Services	Providing Services	Providing Services
Term of Contract	1st April, 2015 till 31st March, 2018	1st April, 2015 till 31st March, 2018	1st April, 2015 till 31st March, 2018	1st April, 2015 till 31st March, 2018	1st April, 2015 till 31st March, 2018	1st April, 2015 till 31st March, 2018
Monetary Value	2015-16 – 36 Lacs	2015-16 – 9 Lacs	2015-16 – 6 Lacs	2015-16 – 9 Lacs	2015-16 – 12 Lacs	2015-16 – 14 Lacs
	2016-17 – 41 Lacs	2016-17 – 10 Lacs	2016-17 – 7 Lacs	2016-17 – 10 Lacs	2016-17 – 13 Lacs	2016-17 – 15 Lacs
	2017-18 – 47 Lacs	2017-18 – 12 Lacs	2017-18 – 8 Lacs	2017-18 – 11 Lacs	2017-18 – 15 Lacs	2017-18 – 18 Lacs

The Board recommends the Special Resolution set out at item No. 5 of the Notice for approval by the members.

Except Mr. N. B. Vyas, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the said resolution.

By Order of the Board

For **Essar Securities Limited**

Date : August 13, 2015

Place : Mumbai

Ashish Vyas
Company Secretary

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

I.	Name of Director	Ms. Suparna Singh
	Date of Birth	08.04.1968
	Qualification	B.E. and MBA
	Expertise	<p>Ms. Suparna Singh is an Electrical Engineer and an MBA from IIMC. Her work experience encompasses 25 years.</p> <p>She started her career working on the shop floor of Durgapur Steel Plant in Steel Authority of India Ltd.</p> <p>In Tata Steel, as Head of Telecommunications Unit with a unionized workforce, she turned around the ailing unit into a performance driven organization.</p> <p>Ms. Suparna Singh also worked in various capacities in Business Process Excellence and Supply Chain Management division of the Company.</p> <p>As Head of Synergy Division, which is the synergy platform of the many JVs and subsidiaries and includes several prominent listed Companies of Tata Steel, Ms. Singh worked on the Governance framework, the Business Risks, Project evaluation and Strategy inputs for the Companies.</p> <p>Having attended the Boards of these companies as a permanent invitee, Ms. Singh has experienced the entire value chain of the life of an organization from the shop floor to the Board Room.</p> <p>In Essar Group, Ms. Suparna Singh works closely with the senior leadership team and has been key to structuring the Corporate Monitoring and the Risk Management processes of the Group as well as the synergies common across the Businesses and Functions.</p> <p>In her current role as Head of Corporate Planning for Minerals, Ports and Shipping businesses, Ms. Singh drives key issues and implementation of the same in direct association with the Businesses and various arms of the Group.</p> <p>Ms. Singh is a regular in the lecture circuit and plays an active role in mentoring women to become empowered individuals.</p>
	Name(s) of other Companies in which Directorships held	The MobileStore Services Limited Essar Oilfield Services India Limited
	Name(s) of other Companies in which Committee Membership(s) /Chairmanship(s) held	Nil
	Total shares held by her in the Company	Nil
	Relationship with other directors	Ms. Suparna Singh is not related to any Director of the Company.
II.	Name of Director	Mr. Neeraj Gupta
	Date of Birth	20.11.1968
	Qualification	CA
	Expertise	<p>Mr. Neeraj Gupta has 23 years of experience in finance and banking and his earlier assignments included N M Rothschild & Sons as Assistant Director, GE Capital Services where he was Vice President, Structured Finance. He has also been Manager Corporate Banking with American Express Bank in New Delhi and Manager Corporate Advisory, Ernst & Young, New Delhi.</p> <p>Mr. Neeraj holds a Commerce Degree from Shri Ram College of Commerce, Delhi and is a Chartered Accountant from the Institute of Chartered Accountants of India.</p> <p>He has also attended a short term course at the London School of Economics titled programme for "Young Indian Bankers".</p>

Name(s) of other Companies in which Directorships held	Ample Holdings Private Limited Rupa Investments Limited Chilloda Farms Limited Essar Satvision Limited Essar Capital Limited Essar Capital Holdings (India) Limited The MobileStore Services Limited Meradata Private Limited Techprimus Solutions India Private Limited AGC Networks Limited
Name(s) of other Companies in which Committee Membership(s) /Chairmanship(s) held	Audit Committee: The MobileStore Services Limited (Member) AGC Networks Limited (Member) Essar Capital Limited (Member) Nomination & Remuneration Committee: The MobileStore Services Limited (Member) CSR Committee: The MobileStore Services Limited (Member)
Total shares held by him in the Company	Nil
Relationship with other directors	Mr. Neeraj Gupta is not related to any Director of the Company.

By Order of the Board
For **Essar Securities Limited**

Date : August 13, 2015
Place : Mumbai

Ashish Vyas
Company Secretary

DIRECTORS' REPORT

To the Members of **Essar Securities Limited**,

Your Directors have pleasure in presenting the Tenth Annual Report and Audited Accounts of the Company for the financial year ended March 31, 2015.

FINANCIAL RESULTS:

(₹ In Lakhs)

Particulars	For the year ended on March 31, 2015	For the year ended on March 31, 2014
Income	49.39	46.50
Less: Expenditure	40.13	36.26
Profit Before Tax	9.26	10.24
Less: Provision for taxation	2.87	3.17
Profit After Tax	6.39	7.07
Balance brought forward from previous year	2215.47	2208.40
Balance carried forward to Balance Sheet	2221.87	2215.47

PERFORMANCE:

During the period under review your company has made a profit of ₹ 9.26 Lacs before making provision for Income tax amounting to ₹ 2.87 Lacs for the current year, thus a net credit balance of ₹ 6.39 Lacs has been transferred to Profit & Loss A/c for the current period and thus an amount of ₹ 3412.87 Lacs has been carried over.

There were no changes in the nature of business of the Company during the year under review.

RESERVES:

No amount is transferred to reserves during the financial year under review.

DIVIDEND:

Since the company has not earned sufficient profits during the financial year ended March 31, 2015, hence no dividend was declared and paid by the company.

MANAGEMENT DISCUSSION AND ANALYSIS:

(a) INDUSTRY STRUCTURE AND DEVELOPMENT:

Essar Securities Limited is providing consultancy services. The focus of the management is to sustain the existing consultancy business.

(b) INDUSTRY OVERVIEW:

Indian economy is adversely affected by persistent inflation over the last few years. The rising incomes propped the purchasing power of the population, driving consumption demand in sectors, where supply lagged particularly, in food-grain and non food-grain commodities, Sharp increase in international prices of fuels also contributed to inflationary pressure. The Government has been going very slow on various reforms, expected by large investors and market. Market participants were particularly concerned about subsidies – fertilizer, food and fuel; falling rupee against dollar; unreported corruptions; widening current account and fiscal deficits.

(c) OUTLOOK:

As the Company has major equity investment in Essar Steel India Limited, a company engaged in Steel Business, its operations would also have a bearing on the performance of the Company.

(d) OPPORTUNITIES, THREATS, RISKS AND CONCERNS:

In accordance with clause 49 of the Listing Agreement, your Company has duly adopted steps for framing, implementing and monitoring the risk management plan and accordingly your Directors have put in place critical risk management framework across the Company for identification and evaluation of all potential risks. Your Company is continuously evolving and improving systems and measures to take care of all the risk exigencies involved in the business. All inherent risk exigencies involved in the business. All inherent risks identified, measured, monitored and regularly reported to management. The management decides measures required to overcome these risks mitigation plans.

(e) SEGMENT:

The primary segment of the company's business is 'Consultancy Services'.

(f) INTERNAL CONTROL SYSTEMS AND INTERNAL AUDIT:

The Company has a proper and adequate system of internal controls. The internal control system is supplemented by a program of internal audits and review by the Management. The internal control system is designed to ensure that the financial and other records are reliable, for preparing financial statements and other data.

(g) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The details of the particulars is provided above under the performance section.

(h) MATERIAL DEVELOPMENT IN HR/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF EMPLOYEES:

During the year the Company maintained cordial relations with the employees of the Company. Company have 2 employees as on March 31, 2015. The Company acknowledges the contributions and services of its employees and wishes to place on record its appreciation of the efforts of the employees.

(i) CAUTIONARY STATEMENT:

The statement in this report, including the Management's Discussion and Analysis Report, reflects the company's projections, estimates, expectations and predictions and contains a forward looking statement that involves risk and uncertainty. The company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events or otherwise. Actual results, performances of achievements could differ materially from those expressed or implied in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only of the expectations as on the date.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

TRANSFER OF AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND:

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

DIRECTORS & KMPs:

(a) Retirement by rotation:

In accordance with the provisions of the Companies Act, 2013, Mr. Neeraj Gupta, Director retires by

rotation and being eligible has offered himself for re-appointment. Mr. N. B. Vyas, Mr. S. V. Venkatesan and Mr. Sujay Sheth continues to be directors of your Company.

(b) Appointment:

The Board of Directors has co-opted Ms. Suparna Singh as an Additional Director of the Company on 31st March, 2015 and holds office upto the date of ensuing Annual General Meeting. The Company has received a notice alongwith requisite deposit from a member of the Company proposing her candidature for the office of Director of the Company. Your Board recommends for her appointment.

(c) Cessation:

Mr. Dhanpat Singh Nahata resigned from the directorship of the Company w.e.f. April 10, 2015. The Board wishes to place on record its sincere appreciation for the valuable services rendered by Mr. Nahata during his tenure as a Director of the Company.

(d) Declaration from 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 entered with the Stock Exchange.

(e) Annual Performance and Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration Committees. The Board has devised questionnaire to evaluate the performances of each of the non-executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance;

- iv. Providing perspectives and feedback going beyond information provided by the management.

The details of the programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link www.essar.com.

(f) Key Managerial Personnel:

The key Managerial Personnel of the Company presently are Mr. Ashish Kumar Vyas, Company Secretary and Manager and Mr. Girish Vyas, Chief Financial Officer.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board hereby submits its responsibility statement:-

- (i) in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures, wherever applicable;
- (ii) the directors had 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 31st March, 2015 and of the profit and loss of the Company for that period;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the directors had prepared the accounts for the financial year ended 31st March, 2015 on a going concern basis;
- (v) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively; and
- (vi) the directors has laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

IMPLEMENTATION OF RISK POLICY:

The Company has framed and adopted a Risk Management Policy. The policy framework enables the Company to identify and evaluate risks and opportunities. This framework seeks to create transparency, minimize adverse impact on business objective and enhance the Company's competitive advantage. The risk framework defines the risk management approach across the Company at various levels.

CORPORATE SOCIAL RESPONSIBILITY:

The relevant provisions are not applicable to the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

PARTICULAR OF RELATED PARTY CONTRACTS AND OTHER ARRANGEMENTS UNDER SECTION 188 OF THE COMPANIES ACT, 2013:

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were on arm's length basis and in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Agreement.

Details of material related party transactions are given in the prescribed Form AOC - 2 and is appended to this report as **Annexure A**. The policy on Related Party Transactions as approved by the Board of Directors of the Company has been uploaded on the website of the Company. The web link of the same is as under www.essar.com.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS:

There was no qualifications, reservations or adverse remarks made by the Statutory Auditors.

Pursuant to Section 203(1) of the Companies Act, 2013, Company had appointed CFO, CS and Manager. The Company Secretary of the Company is also acting as Manager of the Company.

COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES:

The Company has adopted a Policy on Remuneration & Criteria for evaluation of performance of Independent

Directors. The Policy adopted by the Company covers the terms of appointment such as qualifications, positive attributes and independence of a director, remuneration for the directors, key managerial personnel and other employees as per the applicable provisions of the Companies Act, 2013, and the listing agreement. The Remuneration Policy is appended to this report as **Annexure B**.

NOMINATION & REMUNERATION COMMITTEE:

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are applicable to the Company. The information pertains to Nomination and Remuneration Committee is furnished in the Corporate Governance Report, which forms part of this report.

DEPOSITS:

The Company has neither invited nor accepted any deposits from the public during the year. There are no unclaimed deposit(s) lying with the Company as on March 31, 2015.

AUDITORS:

Nisar & Kumar, Chartered Accountants, Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting of the Company and are eligible for re-appointment. The Company has received a letter from them to the effect that they are willing to continue as Statutory Auditors and if re-appointed, their re-appointment would be within limits prescribed under Section 139 of the Companies Act, 2013 and they are not disqualified from being appointed as Auditors. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the rules thereunder, it is proposed to appoint Nisar & Kumar, Chartered Accountants (Registration number 127820W) as Statutory Auditors of the Company from the conclusion of the 10th Annual General Meeting up to the conclusion of the Twelfth (12th) Annual General Meeting to be held in 2017 (subject to ratification of their appointment at the Annual General Meeting to be held in 2016)

INTERNAL AUDIT:

The Company has appointed Mr. Amin Narsinh, Chartered Accountants (membership no. 111654), as its Internal Auditor. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliances with operating systems, accounting procedures and policies at all locations of the Company and reports the same on quarterly basis to the Audit Committee.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Considering the nature of activities of your Company, the information required under Section 134(3)(m) of the

Companies Act, 2013 read with Companies (Accounts), Rules 2014 relating to Energy Conservation, Technology Absorption is not applicable. The Company had no foreign exchange earnings or outgo during the period under review.

MANAGERIAL REMUNERATION AND OTHER DETAILS:

The information required under section 197(12) of the Companies Act, 2013, read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is furnished in the **Annexure C** to this report.

INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, size and complexity of its business operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, compliance with policies, procedures, applicable laws and regulations and that all assets and resources are acquired economically and used efficiently and adequately protected.

HOLDING COMPANY:

Essar Capital Limited continues to be holding company of your Company. Essar Capital Holdings (India) Limited continues to be the ultimate holding company.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Joint venture and Associate Company.

MEETINGS OF THE BOARD:

The Board met five times during the year, the details of which are given in the Corporate Governance Report. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013.

AUDIT COMMITTEE:

The Audit Committee consists of the following members:-

- A. Mr. S. V. Venkatesan
- B. Mr. N. B. Vyas
- C. Mr. Sujay Sheth
- D. Mr. Neeraj Gupta

The above composition of the Audit Committee consists of independent Directors viz., Mr. S. V. Venkatesan, Mr. N. B. Vyas and Mr. Sujay Sheth, who form the majority.

The Audit Committee of the Company reviews the reports to be submitted to the Board of Directors with respect to

auditing and accounting matters. It also supervise the Company's internal controls and financial reporting process.

VIGIL MECHANISM:

The Company has established a vigil mechanism to deal with instances of fraud and mismanagement, if any. The mechanism also provides adequate safeguards against victimization of employees and Directors who express their concerns and also provides direct access to the chairman of the Audit Committee on reporting issues concerning the interests of employees of the Company in the exceptional cases. We confirm that during the financial year 2014-15, no employee or director was denied access to the Audit Committee.

EXTRACT OF ANNUAL RETURN:

The extracts of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure D** and is attached to this Report.

SECRETARIAL AUDIT REPORT:

In terms of Section 204 of the Companies Act, 2013 and Rule made there under, CS Manish Baldeva, (Membership No. FCS 6180) Prop. M/s. M Baldeva Associates, Company Secretaries, have been appointed as Secretarial Auditors of the Company. The report of the Secretarial Auditors is attached as **Annexure E** to this report. The report is self-explanatory and do not call for any further comments.

CORPORATE GOVERNANCE REPORT:

The Company is committed to maintain the highest standard of Corporate Governance and comply to the Corporate Governance requirements as required under the Listing Agreement entered with the Stock Exchange. The disclosures as required in Clause 49 of the Listing Agreement have been furnished in the Annexure to the Directors' Report under the head "Report on Corporate Governance". The requisite Certificate from CS Manish Baldeva, (Membership No. FCS 6180) Prop. M/s. M

Baldeva Associates, Company Secretaries, confirming the compliances with the conditions of the Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered with the Stock Exchange, is attached as **Annexure F** and forms part of this Annual Report.

SHARE CAPITAL OF THE COMPANY:

The paid up equity share capital of your Company is ₹ 14,28,77,540/- (Rupees Fourteen Crore Twenty Eight Lacs Seventy Seven Thousand Five Hundred Forty only) divided into 1,42,87,754 Equity shares of the face value of ₹ 10 (Rupee Ten) each. During the year under review, the Company has not bought back any of its securities or issued any Sweat Equity Shares or Bonus shares.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS:

No Significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and future operations of the Company.

EMPLOYEES STOCK OPTION PLAN:

The Company has not provided any Stock Option Scheme to the employees.

LISTING WITH STOCK EXCHANGE:

The Company confirms that it has paid the Annual Listing Fees for the year 2015-16 to BSE where the Company's Shares are listed.

ACKNOWLEDGEMENT:

The Director expressed their appreciation for the contribution made by the employees in the progress of the Company. The Directors also thank the Company's customers, vendors, investors and bankers for their continued support during the year.

For and on behalf of the Board

Place : Mumbai
Date : August 13, 2015

Sd/- Sd/-
Director Director

ANNEXURES TO DIRECTORS' REPORT

Annexure - A

Form No. AOC - 2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

The Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during the financial year 2014-15.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Particulars	Details
a)	Name(s) of the related party and nature of relationship	Enterprises controlled or significantly influenced by individual or relative: 1. Imperial Consultants and Securities Private Limited 2. Girishan Investment Private Limited 3. Imperial Procurement Services Private Limited 4. Essar Teleholdings Limited 5. Essar Investments Limited Holding Company: 6. Essar Capital Limited
b)	Nature of contracts/arrangements/ transactions	Providing Consultancy Services
c)	Duration of the contracts / arrangements/ transactions	3 Years
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Providing Consultancy Services: 1. Imperial Consultants and Securities Private Limited – not exceeding ₹ 47 Lacs p.a. 2. Girishan Investment Private Limited – not exceeding ₹ 8 Lacs p.a. 3. Imperial Procurement Services Private Limited – not exceeding ₹ 11 Lacs p.a. 4. Essar Teleholdings Limited – not exceeding ₹ 15 Lacs p.a. 5. Essar Investments Limited – not exceeding ₹ 18 Lacs p.a. 6. Essar Capital Limited – not exceeding ₹ 12 Lacs p.a.
e)	Date of approval by the Board	31st March, 2015
f)	Amount paid as advances, if any	NIL

For **Essar Securities Limited**

Sd/
Director

EVALUATION OF PERFORMANCE AND REMUNERATION POLICY

OBJECTIVE OF THE POLICY

The Remuneration Policy of Essar Securities Limited (the "Company") is designed to attract, motivate and retain manpower in a competitive and international market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

The Remuneration Policy applies to the Company's senior management, including its Key Managerial Person and Board of Directors.

GUIDING PRINCIPLES

The Nomination and Remuneration Committee determines and recommends to the Board a policy relating to remuneration for directors, key managerial personnel and other employees.

The Nomination and Remuneration Committee while deciding the remuneration package for directors, key managerial personnel and other employees shall take not only take into consideration the legal provision of Section 197 of the Companies Act, 2013 but also the following items;

1. Compensation will be a major driver of performance;
2. Compensation will be competitive and benchmarked with a select group of companies from the Industry;
3. Compensation will be transparent, fair and simple to administer;
4. Compensation will be based on employment scenario in the Industry;
5. Compensation will be tax friendly and legally compliant.

CRITERIA FOR MAKING PAYMENTS TO SENIOR MANAGEMENT

The annual variable pay of senior managers is linked to the performance of the Company in general and their individual performance for the relevant year measured against specific Key Result Areas, which are aligned to the Company's objectives.

CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

The remuneration to non-executive directors is linked with the relevant market performance, balance between financial and sectoral market, comparative scales, alignment to corporate goals, roles assumed and number of board meetings attended, contribution at the Board and committee meetings and time spent on the operational matters other than at the meetings.

The Non-Executive Directors (NEDs) will be paid remuneration by way of Commission and Sitting Fees:

1. The Company may pay sitting fees per meeting to the Non-Executive Directors (NEDs) for attending the meetings of the Board, Committee of the Board, Remuneration & Nomination Committee, Audit Committee, Stakeholders Committee etc. constituted by the Board from time to time and;
2. The Commission will be paid out of the net profits of the company at a rate not exceeding the rate as mentioned under section 197 of the Companies Act, 2013 and relevant rules as may be applicable from time to time.
3. The Company will also reimburse the out-of-pocket expenses incurred by the Directors for attending the meetings.
4. The distribution of Commission amongst the Non-Executive Directors (NEDs) will be placed before the Board.
5. Severance compensation will be guided by the terms of appointment letter.

CRITERIA FOR PERFORMANCE APPRAISAL/ EVALUATION PROCESS OF INDEPENDENT DIRECTOR

The Nomination Committee shall lay down the evaluation criteria for performance evaluation of independent directors.

Guiding principles:

The performance of the Independent directors as well as the performance of the entire Board along with its Committees shall be evaluated annually.

Performance evaluation of Independent directors shall be done by the entire Board of Directors (excluding the director being evaluated).

The Independent directors shall at the separate meeting without the attendance of non-independent directors and members of management shall:

1. review the performance of non-independent directors and the Board as a whole;
2. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
3. assess the quality, quantity and timeliness of flow of information between the company management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

An Indicative list of factors that may be considered while evaluating the Performance of Independent directors are as follows:

1. How well prepared and well informed the non-executive directors are for the board meetings?
2. Whether the attendance of non-executive directors at meetings is satisfactory?
3. Do the non-executive directors show willingness to spend time and effort learning about the company and its business?
4. Do the non-executive directors willing to participate in events outside board meetings such as site visits etc.?
5. What has been the quality and value of non-executive director's contributions at board meetings?
6. What has been their contribution to the development of
 - (i) Strategy and (ii) Risk management
7. How successfully the non-executive directors have brought their knowledge and experience to the benefit of the Company?

8. Where necessary, how firm are they in holding to their views and resisting pressure from others?
9. How effectively have they followed up matters about which they have expressed concern?
10. How good are their relationship with other board members, the company secretary and senior management?
11. How actively and successfully do they refresh their knowledge and skill?
12. How up-to-date they are with the latest developments in the areas such as the corporate governance framework, financial reporting and market conditions?
13. How well do they communicate with other board members, senior management and others? (e.g. shareholders)
14. Can they present their views convincingly, yet diplomatically?
15. Do they listen to the views of others?

DISCLOSURE OF INFORMATION

The company shall disclose the Remuneration Policy in its Annual Report.

Annexure - C

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014- 15 - The Directors of the Company did not draw any remuneration from the Company during the financial year 2014-15.
- (ii) The percentage increase in remuneration of each of Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager during the financial year 2014-15 – The details are as under:

Sr. No.	Name of the KMP	Designation	% increase in Remuneration in the Financial Year 2014-15
1	Girish Vyas	Chief Financial Officer	10
2	Ashish Vyas	Company Secretary	10

- (iii) The percentage increase in the median remuneration of employees in the financial year - 10%.
- (iv) There were 2 permanent employees on the rolls of Company as on 31st March, 2015.
- (v) The Explanation on relationship between average increase in remuneration and company performance: The Profit before Tax for the financial year ended 31st March, 2015 decrease by 9.53% whereas the overall remuneration increased by 10% during the year. There is no direct relationship between average increase in remuneration year to year with financial performance of the company.
- (vi) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company: The total remuneration of Key Managerial Personnel increased by 10% from ₹ 16,80,199 in 2013-14 to ₹ 20,62,730 in 2014-15 whereas the Profit before Tax decrease by 9.53% to ₹ 9,26,541 in 2014-15 (₹ 10,24,173 in F.Y. 2013-14).
- (vii) a) Variations in the market capitalisation of the Company: The market capitalisation as on 31st March, 2015 was ₹ 46.08 crores (₹ 55 crores as on 31st March, 2014);
b) Price Earnings ratio of the Company was 806.25 as at 31st March, 2015 and was 770 as at 31st March, 2014;
c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer - The Company did not come out with any public offers in the last financial year.
- (viii) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration – Company had 2 employees and both are managerial personnel, so the comparison in increase in salaries percentage are not applicable.
- (ix) The comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company – The details are as under:

Name of the KMP	Designation	% increase in CTC	% increase in PBT
Girish Vyas	Chief Financial Officer	10	(9.53)
Ashish Vyas	Company Secretary	10	

- (x) The key parameters for any variable component of remuneration availed by the directors - The Directors of the Company did not draw any remuneration from the Company during the financial year 2014-15.
- (xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – The Directors of the Company did not drawn any remuneration from the Company during the financial year 2014-15.
- (xii) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees of the Company.

(B) Information as per Rule 5(2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

None of directors or employees were in receipt of remuneration exceeding the limits as prescribed in the said rule, hence no such information is furnished.

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	L65990TN2005PLC071791
2.	Registration Date	16/12/2005
3.	Name of the Company	Essar Securities Limited
4.	Category/Sub-Category of the Company	Company limited by shares
5.	Address of the Registered office and contact details	New No. 77/56, C. P. Ramaswamy Road, Abhiramapuram, Chennai - 600018 Tamil Nadu. Phone : 044 2499 1992
6.	Whether listed Company (Yes/No):-	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Data Software Research Company Pvt. Ltd. Unit : Essar Securities Limited 19 Pycrofts Garden Road Off : Haddows Road Nungambakkam Chennai 600006, India Phone : +91 44 4510 5120, +91-44-2821 3738, Fax : +91 44 2821 4636 Email : essar.securities@dsrsc-cid.in

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 Product / Services	NIC Code of the Product	% to total turnover of the company
1.	Consultancy Services	99715990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: The Company does not have any subsidiary or associate company.

Sr. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1.	Essar Capital Limited Chennai House, 5th Floor, 7, Esplanade, Chennai – 600108, Tamil Nadu	U65923TN2007PLC085016	Holding	74.92	2(46)

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. Promoters									
1. Indian									
a. Individual/ HUF	0	0	0	0	0	0	0	0	0
b. Central Govt.	0	0	0	0	0	0	0	0	0
c. State Govt.	0	0	0	0	0	0	0	0	0
d. Bodies Corp.	10704557	0	10704557	74.92	10704557	0	10704557	74.92	0
e. Bank/ FI	0	0	0	0	0	0	0	0	0
f. Any Other (Specify)	0	0	0	0	0	0	0	0	0
Sub-total(A) (1):-	10704557	0	10704557	74.92	10704557	0	10704557	74.92	
2. Foreign									
a. NRI- Individual	0	0	0	0	0	0	0	0	0
b. Other Individuals	0	0	0	0	0	0	0	0	0
c. Body Corporate	0	0	0	0	0	0	0	0	0
d. Bank/ FI	0	0	0	0	0	0	0	0	0
e. Any Others	0	0	0	0	0	0	0	0	0
Sub-total(A) (2):-	0	0	0	0	0	0	0	0	0
Total Share Holders of Promoters (A1+A2)	10704557	0	10704557	74.92	10704557	0	10704557	74.92	
B. Public Shareholding									
1. Institution									
a. Mutual Funds	0	200	200	0.00	0	200	200	0.00	0
b. Bank/FI	120	2236	2356	0.02	120	2236	2356	0.02	0
c. Central Govt.	0	0	0	0	0	0	0	0	0
d. State Govt.	0	0	0	0	0	0	0	0	0
e. Venture Capital	0	0	0	0	0	0	0	0	0
f. Insurance Co.	0	0	0	0	0	0	0	0	0
g. FIs	0	0	0	0	0	0	0	0	0
h. Foreign Portfolio Corporate	0	0	0	0	0	0	0	0	0
i. Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	0
j. Others	0	0	0	0	0	0	0	0	0
Sub- Total –B(1)	120	2436	2556	0.02	120	2436	2556	0.02	0
2. Non-Institutions									
a. Body Corp.	481087	60704	541791	3.79	451394	60624	512018	3.58	(0.21)
b. Individual									
i. Individual shareholders holding nominal share capital upto ₹ 1 lakh	1078980	804355	1883335	13.18	1050680	789896	1840576	12.88	(0.30)

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	
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	927149	0	927149	6.49	1010692	0	1010692	7.07	0.58
c. Others									
(i) NRI	68519	157787	226306	1.58	60355	154940	215295	1.51	(0.07)
(ii) Non Domestic Companies	0	2060	2060	0.01	0	2060	2060	0.01	
Sub-total B (2)	2555735	1024906	3580641	25.06	2573121	1007520	3580641	25.06	0
Net Total (B1+B2)	2555855	1027342	3583197	25.08	2573241	1009956	3583197	25.08	
C. Shares held by Custodians for GDR's and ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	13260412	1027342	14287754	100.00	13277798	1009956	14287754	100.00	

ii. Shareholding of Promoters and Promoters group:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total shares of the company	% of shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of shares Pledged/ encumbered to total shares	
1	Essar Capital Limited	10704557	74.92	30.00	10704557	74.92	30.00	0
	Total	10704557	74.92	30.00	10704557	74.92	30.00	0

iii) Change in Promoters' Shareholding (please specify, if there is no change):

There are no changes in the promoters' shareholding during the financial year 2014-15.

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year 01.04.2014		Date	Increase/ decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2014-31.03.2015)	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	HITESH RAMJI JAVERI	400868	2.81	01.04.2014			400868	2.81
				30.04.2014	18737	Purchased	419605	2.94
				31.05.2014	23071	Purchased	442676	3.10
				30.06.2014	7977	Purchased	450653	3.15
				31.07.2014	12646	Purchased	463299	3.24
				31.03.2015			463299	3.24
2	HARSHA HITESH JAVERI	250000	1.75	01.04.2014			250000	1.75
				30.04.2014			250000	1.75
				31.05.2014	7	Purchased	250007	1.75
				30.06.2014			250007	1.75
				31.07.2014	478	Purchased	250485	1.75
				31.03.2015			250485	1.75

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year 01.04.2014		Date	Increase/ decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2014-31.03.2015)	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
3	JUBILEE SHIPPING & LOGISTICS HOLDINGS LIMITED	236500	1.66	01.04.2014			236500	1.66
				31.03.2015			236500	1.66
4	INTELLIVATE CAPITAL VENTURES LIMITED	60000	0.42	01.04.2014			60000	0.42
				31.03.2015			60000	0.42
5	VIPUL SECURITIES LIMITED	52560	0.37	01.04.2014			52560	0.37
				31.03.2015			52560	0.37
6	RELIGARE FININVEST LTD	43290	0.30	01.04.2014			43290	0.30
				30.04.2014			43290	0.30
				31.05.2014	-40	Sold	43250	0.30
				31.03.2015			43250	0.30
7	SHUB LABH INDIA MARKETING AND CONSULTANTS PRIVATE LIMITED	40100	0.28	01.04.2014			40100	0.28
				31.07.2014			40100	0.28
				31.08.2014	-100	Sold	40000	0.28
				30.10.2014			40000	0.28
				31.11.2014	-7000	Sold	33000	0.23
				31.12.2014	-3016	Sold	29984	0.21
				31.01.2015	-7984	Sold	22000	0.15
				31.03.2015			22000	0.15
8	SUBODH MASKARA	37068	0.26	01.04.2014			37068	0.26
				31.03.2015			37068	0.26
9	KRUPA SAMEER THACKER	30874	0.22	01.04.2014			30874	0.22
				31.05.2014	-4	Sold	30870	0.22
				30.06.2014	-18	Sold	30852	0.22
				31.03.2014			30852	0.22
10	KANAK HIMANTSINGKA	27520	0.19	01.04.2014			27520	0.19
				31.03.2015			27520	0.19

V. Shareholding of Directors and Key Managerial Personnel:

Shareholding of Directors and Key Managerial Personnel are Nil during the financial year 2014-15.

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment for the financial year 2014-15 are NIL.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:-

- (a) The Directors did not draw any remuneration from the Company during the financial year 2014-15.
 (b) Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD:

Sr. No	Particulars of Remuneration	Name of the KMP		Total Amount (In ₹)
		Ashish Vyas - CS	Girish Vyas – CFO	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	6,39,024	13,82,424	20,21,448
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission			
	- As % of Profit			
	- Others, specify	0	0	0
5.	Others, please specify	0	0	0
	Total	6,39,024	13,82,424	20,21,448

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:-

Type	Section of the Companies Act	Brief description	Details of penalty / punishment / Compounding fees imposed	Authority [RD / NCLT/ Court]	Appeal made, if any (give details)
A. COMPANY					
Penalty			Nil		
Punishment					
Compounding					
B. DIRECTORS			Nil		
Penalty					
Punishment					
Compounding					
C. OFFICERS IN DEFAULT			Nil		
Penalty					
Punishment					
Compounding					

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Essar Securities Limited
56, New No. 77, C. P. Ramaswamy Road,
Abhirampuram, Chennai – 600 018

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Essar Securities Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluation the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder (not applicable to the Company during the Audit period);
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act'):

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit period);
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 2009, and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (Not applicable to the Company during the Audit period);
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit period)
- f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the Audit period), and;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the Company during the Audit period);
- vi. As informed and certified by management, there are no laws that are specifically applicable to the Company based on its sector / industry in which the company operates.

I have also examined compliance with the applicable clause of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not applicable as Secretarial Standards were not notified during the audit period)

(ii) The Listing Agreement for Equity Shares entered into by the Company with BSE Limited.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except, as required under Section 203(1)(i) of the Companies Act, 2013, the company has not appointed separate Managing Director/CEO/Manager. However, the company has appointed Company Secretary also as Manager.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meeting, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

For **M Baldeva Associates**
Company Secretaries

CS Manish Baldeva
Proprietor

Place : Mumbai
Date : 13.08.2015

M. No.6180, CP No.11062

This report is to be read with our letter of even date which is annexed as **Annexure-A** and forms an integral part of this report.

Annexure- A

To,
The Members,
Essar Securities Limited
56, New No. 77,
C. P. Ramaswamy Road,
Abhirampuram,
Chennai - 600 018

Our report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M Baldeva Associates**
Company Secretaries

CS Manish Baldeva
Proprietor

Place : Mumbai
Date : 13.08.2015

M. No.6180, CP No.11062

REPORT ON CORPORATE GOVERNANCE

1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company believes that adhering to global standards of Corporate Governance is essential to enhance shareholders value and achieve long term corporate goals. The Company's philosophy on Corporate Governance stresses the importance of transparency, accountability and protection of shareholders' interests. The Board monitors performance and ensures compliance of regulatory requirements including SEBI Regulations and Listing requirements.

2. BOARD OF DIRECTORS

Presently, the Board of Directors of the Company consists of five Directors including the Non-Executive Chairman. All Directors are Non-Executive Directors out of which three are Independent Directors. During the year under review, the Board met five times on May 22, 2014, August 13, 2014, November 12, 2014, February 11, 2015 and March 31, 2015. The maximum time gap between 2 meetings was not more than 120 days.

Composition, Category and Number of other Directorships of the Directors are furnished below:

As on March 31, 2015 the Board consisted of six directors. The compositions, category of directors and directorships held in other companies as on March 31, 2015 are as under:

Name	Category	No. of other Directorship#	Other Committee Position@	
			Chairman	Member
Mr. S. V. Venkatesan	Independent Non Executive	9	4	5
Mr. N. B. Vyas	Independent Non Executive	6	-	1
Mr. Sujay Sheth	Independent Non Executive	2	3	-
*Mr. Dhanpat Singh Nahata	Non Independent Non Executive	2	-	-
Mr. Neeraj Gupta	Non Independent Non Executive	10	-	3
**Ms. Suparna Singh	Non Independent Non Executive	2	-	-

Excluding Section 8 Companies and Foreign Bodies Corporate.

@ Membership/Chairmanship of only Audit Committee and Stakeholders Relationship Committees of Public Limited Companies have been considered.

* Mr. Dhanpat Singh Nahata ceased to be Director w.e.f. April 10, 2015.

** Ms. Suparna Singh was appointed as an Additional Director w.e.f. March 31, 2015.

Attendance of Directors at the Board Meeting and at the last Annual General Meeting:

Director	No. of Board Meeting attended	Attendance at last AGM
Mr. S. V. Venkatesan	3	Yes
Mr. N. B. Vyas	2	No
Mr. Sujay Sheth	4	No
*Mr. Dhanpat Singh Nahata	2	No
Mr. Neeraj Gupta	4	No
**Ms. Suparna Singh	1	N.A.

* Mr. Dhanpat Singh Nahata ceased to be Director w.e.f. April 10, 2015.

** Ms. Suparna Singh was appointed as an Additional Director w.e.f. March 31, 2015.

Information given to the Board:

The Company provides the following information to the Board and the Board Committees. Such information is submitted as part of the agenda papers in advance of the meeting and discussion materials during the meetings.

- Quarterly, Half yearly and Annual results of the Company
- Minutes of meetings of the Audit Committee and other Committees

Separate meeting of the Independent Directors:

During the year under review, the Independent Directors met on March 20, 2015, inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present in the Meeting.

3. COMMITTEES OF THE BOARD

The Board Committees focus on specific areas and make informed decisions within the authority delegated. Each such Committee is guided by its Charter, which defines the composition, scope and powers. The Committees also make specific recommendations to the Board on various matters whenever required.

All observations, recommendations and decisions of the Committees are placed before the Board for its approval.

The Company has three Board-level Committees, namely:

- a) Audit Committee
- b) Stakeholders Relationship Committee
- c) Nomination & Remuneration Committee

AUDIT COMMITTEE:

The management is responsible for the Company's internal controls and the financial reporting process while the statutory auditors are responsible for performing independent audits of the Company's financial statements in accordance with generally accepted auditing practices and for issuing reports based on such audits. The Board of Directors has constituted and entrusted the Audit Committee with the responsibility to supervise these processes and thus ensure accurate and timely disclosures that maintain the transparency, integrity and quality of financial control and reporting. The constitution of the Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Listing Agreement entered into with the Stock Exchange.

The primary responsibilities of the Audit Committee are to:

- a) Supervise the financial reporting process.
- b) Review the quarterly and annual financial results before placing them to the Board along with related disclosures and filing requirements.
- c) Review the adequacy of internal controls in the Company, including the plan, scope and performance of the internal audit function.
- d) Discuss with management, the Company's major policies with respect to risk assessment and risk management.
- e) Hold discussions with statutory auditors on the nature and scope of audits and any views that they have about the financial control and reporting processes.
- f) Ensure compliance with accounting standards and with listing requirements with respect to the financial statements.
- g) Recommend the appointment and removal of statutory auditors and their fees.
- h) Ensure the adequate safeguards have been taken for legal compliance for the Company.
- i) Review and approval of related party transactions.

The Audit Committee comprises of Independent Directors and Non Independent Directors. Each

member of the Committee has relevant experience in the field of finance and accounting.

During the financial year under review the Committee met 5 times on the following dates viz. May 22, 2014, August 13, 2014, November 7, 2014, February 10, 2015 and March 31, 2015. The below table gives the composition and attendance record of the Audit Committee:

Name of Director	Designation	Audit Committee Meeting attended during the year
Mr. S. V. Venkatesan	Chairman	5
Mr. Sujay Sheth	Member	4
Mr. Neeraj Gupta	Member	3
Mr. N. B. Vyas	Member	2

Mr. S. V. Venkatesan, Chairman of the Audit Committee has attended the previous Annual General Meeting held on September 26, 2014. The Company Secretary of your Company is the Secretary of the Audit Committee.

B) STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee is empowered to perform the functions of the Board relating to handling of stakeholders' queries and grievances. It primarily focuses on:

- a) Review of investor complaints and their redressal.
- b) Review the performance of the share transfer agent.
- c) Review of stakeholders' queries & grievances.

The Committee comprises of three non-executive directors viz., Mr. Neeraj Gupta – Chairman, Dhanpat Singh Nahata and Mr. Sujay Sheth. The Committee looks into various issues relating to grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of Balance Sheet, non-receipts of declared dividends etc;

45 complaints were received during the year ended March 31, 2015, most of which were related to non-receipt of shares certificates. All the complaints were resolved under the supervision of the Committee and no complaints were outstanding as on March 31, 2015.

All the valid share transfer requests received during the year were attended and processed. There were no valid requests for share transfers pending as on March 31, 2015.

Mr. Ashish Vyas, Company Secretary of the Company acts as the Secretary of the Stakeholders Relationship Committee and is also Compliance Officer of the Company.

C) NOMINATION & REMUNERATION COMMITTEE:

The Company has constituted a Nomination and Remuneration Committee comprising of three non-executive directors of which 2 are independent directors. The terms of reference of the Committee include inter-alia the following:

- Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

During the financial year under review the Committee met 2 times on the following dates viz. August 12, 2014 and March 27, 2015. The below table gives the composition and attendance record of the Audit Committee:

Name of Director	Designation	Audit Committee Meeting attended during the year
Mr. Sujay Sheth	Chairman	2
Mr. Dhanpat Singh Nahata	Member	1
Mr. N. B. Vyas	Member	1

Details of remuneration paid to all the Directors:

The Non-Executive Directors are paid sitting fees of ₹ 2,000/- for each Board Meeting and Audit Committee Meeting and ₹ 500/- for each Meeting of Stakeholders Relationship Committee and ₹ 1000/- for each meeting of Nomination and Remuneration Committee attended by them. Except for sitting fees for the meetings, non-executive directors are not paid any salary, bonus, stock options, pension, etc. None of the directors hold any shares in the capital of the Company.

Sitting fee to the Non-Executive Directors:

Name of the Non-Executive Director	Sitting Fee (₹)
Mr. S. V. Venkatesan	16000
Mr. N. B. Vyas	9000
Mr. Sujay Sheth	26000
*Mr. Dhanpat Singh Nahata	15000
Mr. Neeraj Gupta	22500
**Ms. Suparna Singh	2000

* Mr. Dhanpat Singh Nahata ceased to be Director w.e.f. April 10, 2015.

** Ms. Suparna Singh was appointed as an Additional Director w.e.f. March 31, 2015.

The Brief details of the Directors seeking re-appointment are given elsewhere in the Annual Report. None of the directors is related to any other director on the Board.

4. GENERAL BODY MEETINGS

a) ANNUAL GENERAL MEETING:

The date, time and venue of the last three Annual General Meetings are given below:-

Financial year	Date	Location	Time
2013-14	September 26, 2014	Essar House, 5th Floor, 7, Esplanade, Chennai 600 108	11.00 a.m.
2012-13	September 27, 2013	Essar House, 5th Floor, 7, Esplanade, Chennai 600 108	11.00 a.m.
2011-12	September 28, 2012	Chennai House, 5th Floor, 7, Esplanade, Chennai 600 108	11.00 a.m.

b) POSTAL BALLOT:

During the year ended 31st March, 2015, there have been no ordinary or special resolutions passed by the Company's shareholders through postal ballot.

None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution through Postal Ballot.

5. DISCLOSURES

(i) The Company does not have any material related party transactions which may have potential conflict with the interest of the Company at large. Transactions with related parties are disclosed in note no. 19 of the Balance Sheet of the Company forming part of the Annual Report.

(ii) There were no penalties or strictures imposed on the Company by Stock Exchange, SEBI or any statutory authority on any matter related to capital markets during the last three years.

Code of Conduct: The Company has adopted a code of conduct for all Board Members and Designated Senior Management of the Company. The duties of independent Directors as laid down in the Companies Act, 2013 are incorporated in the code of conduct. The code of conduct is available on the website of the company www.essar.com. All Board members and senior management personnel have affirmed compliance with the code of conduct.

Disclosure of accounting treatment:

In the preparation of the financial statement, the Company has followed accounting standards issued by

the Institute of the Chartered Accountants of India to the extent applicable.

Whistle Blower Policy:

The Company has adopted the vigil mechanism as per listing agreement and Companies Act, 2013 pursuant to which employees of the Company can raise their concerns relating to fraud, malpractice or any other activities or event detrimental to the interest of the Company.

Risk Management:

The Company has initiated the risk assessment and minimization procedure.

CEO / CFO Certification

As per the requirement of clause 49 of the listing agreement with the stock exchange, a Certificate duly signed by Chief Financial Officer of the Company was placed at the Board Meeting of the Company held on 13th August, 2015. A copy of the certificate is annexed to this Annual Report.

Review of Directors' Responsibility Statement:

The Board in its report has confirmed that the annual accounts for the year ended 31st March, 2015 have been prepared as per applicable Accounting Standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

6. MEANS OF COMMUNICATIONS

The quarterly, half yearly & annual results are communicated to the Stock Exchange with whom the Company is listed i.e. Bombay Stock Exchange, as soon as they are approved and taken on record by the Board of Directors/Committee of the Company. Further, the results are published in one English daily newspaper (Free Press Journal) circulating in the country & in Tamil daily newspaper (Makkalkural) published from Chennai. Results are also made available under 'Investor Section' on the Group's website www.essar.com.

7. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting	Date: Wednesday, September 30, 2015 Time: 11.00 A.M. Venue: Essar House, 5th Floor, 7, Esplanade, Chennai - 600 108. Tamil Nadu.
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Financial Calendar 2015-16

Financial year of Company	April 1, 2015 to March 31, 2016
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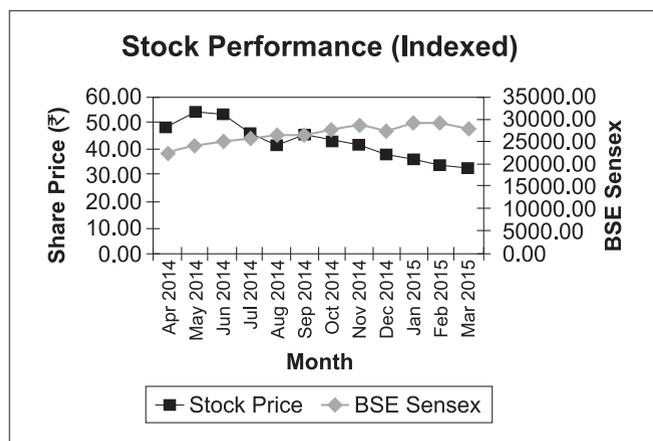
First Quarter Results	On or before August 14, 2015
Second Quarter Results	On or before November 14, 2015
Third Quarter Results	On or before February 14, 2016
Audited Results for the Year	On or before May 30, 2016
Date of Book Closure	Wednesday, September 23, 2015 to Wednesday, September 30, 2015 (both days inclusive)
Dividend Payment Date	N.A.
Cut-off date	23 rd September, 2015
Listing on Stock Exchanges	BSE Limited, PhirozJeejeebhoy Towers, Dalal Street, Mumbai 4000 001. Tele. +91 22 2272 1233 Fax. +91 22 2272 3677 www.bseindia.com
Stock Code	533149
ISIN	INE143K01019
Payment of Listing Fees	Annual Listing Fees for the Financial Year 2015-2016 has been paid to BSE.
Registrar & Transfer Agents	Data Software Research Company Pvt. Ltd. Unit : Essar Securities Limited 19 Pycrofts Garden Road Off : Haddows Road Nungambakkam Chennai 600006, India Phone : +91 44 4510 5120, +91-44-28213738, +91-44-28214487 Fax : +91 44 2821 4636 Email. : essar.securities@dsrc-cid.in

➤ Market Price Data For The Last Financial Year:

Month	Share price of the company on BSE		BSE Sensex	
	High (₹)	Low (₹)	High (Points)	Low (Points)
April -14	51.65	37.10	22939.31	22197.51
May -14	61.90	39.35	25375.63	22277.04
June-14	65.00	48.00	25725.12	24270.20
July -14	61.00	45.35	26300.17	24892.00
August -14	54.40	40.15	26674.38	25232.82
September -14	49.40	38.20	27354.99	26220.49
October -14	47.50	38.10	27894.32	25910.77
November -14	48.30	36.30	28822.37	27739.56
December-14	47.95	36.10	28809.64	26469.42
January-15	43.90	34.20	29844.16	26776.12
February-15	39.70	31.00	29560.32	28044.49
March-15	38.70	30.50	30024.74	27248.45

➤ **Performance in comparison to BSE Sensex:**

Following chart shows the performance of the Company's share prices compared with BSE Sensex –



➤ **Share Transfer System:**

All valid share transfer requests received by the Company in physical form are registered within an average period of 15 days. Half yearly Transfer Audit in terms of the Listing Agreement and Quarterly Reconciliation of Share Capital Audit in accordance with Circular No. DD&CC/FITTC/CIR-16/2002 dated December 31, 2002, issued by the Securities and Exchange Board of India are regularly carried out by an Independent Practicing Company Secretary.

➤ **Distribution of shareholding as on March 31, 2015**

Equity Shares	Shareholders		Total No. of Shares	
	Number	% of Total	Number	% of Total
UPTO 500	26182	98.61	1603123	11.22
501 TO 1000	196	0.74	144236	1.01
1001 TO 2000	89	0.34	128813	0.90
2001 TO 3000	20	0.08	53328	0.37
3001 TO 4000	13	0.05	56094	0.39
4001 TO 5000	7	0.03	18778	0.13
5001 TO 10000	16	0.06	112935	0.79
10001 TO 20000	14	0.05	159061	1.11
20001 TO 30000	4	0.02	133455	0.93
30001 TO 40000	3	0.01	67920	0.48
40001 TO 50000	1	0.00	43250	0.30
50001 TO 100000	2	0.01	112520	0.79
100001 & ABOVE	5	0.02	11654241	81.57
TOTAL	26552	100.00	14287754	100.00

Category	No. of Shares	Percentage
Promoters	10704557	74.92
Institution / Mutual funds/ Banks	2556	0.02
Other Companies	512018	3.58
Non Domestic Companies	2060	0.01
Foreign Institutional/Investors/Non residential Individuals	215295	1.51
Public	2851268	19.96
Total	14287754	100.00

➤ **Status of Dematerialization of Shares as on March 31, 2015:**

Mode	No. of Shares	%
DEMAT	13277798	92.93
PHYSICAL	1009956	7.07
TOTAL	14287754	100.00

➤ **Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:**

As on March 31, 2015 there are no GDRs/ADRs/warrants or any convertible instruments, conversion of which is likely to have an impact on the equity of the Company.

➤ **Nomination facility:**

Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 are requested to submit Form SH-13 to the Registrar and Transfer agent of the Company. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

➤ **Reconciliation of Share Capital Audit:**

A qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

➤ **Corporate Office** : Essar House, 11, K.K. Marg, Mahalaxmi, Mumbai – 400 034

➤ **Compliance Officer** : Mr. Ashish Vyas
Company Secretary

➤ **Address for Correspondence : Registrar and Transfer Agents**

Data Software Research Company Pvt. Ltd.
Unit : Essar Securities Limited
19 Pycrofts Garden Road
Off : Haddows Road
Nungambakkam
Chennai 600 006, Tamil Nadu
Phone : +91 44 4510 5120
Fax : +91 44 2821 4636
Email : essar.securities@dsrc-cid.in

For any assistance, shareholders may also write to the Company at the following email id exclusively designated for the purpose: eslinvestors@essar.com

8. Non-mandatory requirements:-

➤ **Remuneration Committee**

The Company has constituted a Nomination and Remuneration Committee comprising Non-executive Directors. The details of the Committee have been mentioned earlier in this Report.

➤ **Shareholders' right:**

The Company published quarterly results and performance in newspapers. The same results are

made available to the shareholders on Company's website i.e. www.essar.com. No separate financials are sent to shareholders of the Company.

➤ **Audit Qualifications:**

There are no audit qualifications in the Auditors Report on the financial statements addressed to the shareholders of the Company.

➤ **Separate posts of Chairman and CEO:**

The Company has no separate post of Chairman and CEO.

➤ **Reporting of Internal Auditor:**

The Internal Auditor directly reports to the Audit Committee.

➤ **Training of Board Members:**

There is no formal policy at present for training of the Board Members of the Company. All the members of the Board are eminent and experience professionals.

➤ **Mechanism for evaluating performance of non-executive Board Members:**

There is no formal mechanism existing at present for performance evaluation of non-executive directors.

DECLARATION BY MANAGER

As provided under Clause 49 of the Listing Agreement with the Stock Exchange, the Board Members and Senior Management of the Company have confirmed compliance with the Code of Conduct for the year ended March 31, 2015.

Ashish Vyas

Manager & Company Secretary

Date: August 13, 2015

CERTIFICATE OF COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members,

Essar Securities Limited

We have examined the compliance of condition of Corporate Governance by Essar Securities Limited ('the company'), for the year ended on 31st March 2015, as stipulated in clause 49 of the Listing Agreement executed by the company with the BSE Limited.

The compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement.

We state that such compliance is neither an assurance as to future viability of the company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **M Baldeva Associates**
Company Secretaries

CS Manish Baldeva

Proprietor

Place : Mumbai

Date : 13.08.2015

M. No.6180, CP No.11062

CFO CERTIFICATION

To

The Board of Directors

Essar Securities Limited

Mumbai

I, Girish Vyas, Chief Financial Officer of the Company certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit committee that:
 - (i) there has not been any significant changes in internal control over financial reporting during the year;
 - (ii) there has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - (iii) there has not been any instances during the year of significant fraud of which I had become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place : Mumbai

Date : August 13, 2015

Girish Vyas

Chief Financial Officer

INDEPENDENT AUDITORS' REPORT

To The Members of
Essar Securities Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **ESSAR SECURITIES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
- As required by Section 143 (3) of the Act, we report that:
 - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - The Company does not have any pending litigations which would impact its financial position.
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Nisar & Kumar**
Chartered Accountants
(Firm Registration No. 127820 W)

K. M. Mahadik
Partner

Place : Mumbai
Date : May 25, 2015

(Membership No.48453)

ANNEXURE REFERRED TO IN PARAGRAPH 1 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' OF OUR REPORT TO THE MEMBERS OF ESSAR SECURITIES LIMITED OF EVEN DATE FOR THE YEAR ENDED MARCH 31, 2015

- (i) Since the company does not have fixed assets Clauses (i) (a) and (i) (b) are not applicable.
- (ii) Since the company does not have inventory Clauses (ii) (a), (ii) (b) and (ii) (c) are not applicable.
- (iii) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the rendering of services. During the course of our audit we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) In our opinion and according to the information and explanations given to us, during the year the company has not accepted any deposits from the public within the meaning of the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
- (vi) As informed to us, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- (vii) (a) According to the records of the company, the company is generally regular in depositing statutory dues of provident fund, however, there were delays in depositing income-tax and service tax with the appropriate authorities. According to the records of the company the company does not have statutory dues of employees' state insurance, sales tax, wealth tax, duty of customs, duty of excise, value added tax and cess. The arrears of statutory dues of income tax of ₹ 20,207 and profession tax of ₹ 2,000 as at March 31, 2015 for a period of more than six months from the date they became payable.
- (b) According to the records of the company, there are no dues of income tax, sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of dispute.
- (c) According to the records of the company, there are no amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- (viii) The company does not have accumulated losses at the end of the financial year and the company has not incurred cash losses during the financial year covered by our audit and also in the immediately preceding financial year.
- (ix) As the company has not borrowed any amount from Bank or Financial Institution, debenture holders, the reporting under this clause do not arise.
- (x) According to the records of the company, during the year the company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) According to the records of the company, during the year the company has not taken any term loan.
- (xii) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For **Nisar & Kumar**
Chartered Accountants
(Firm Registration No. 127820 W)

K. M. Mahadik
Partner
(Membership No.48453)

Place : Mumbai
Date : May 25, 2015

BALANCE SHEET AS AT MARCH 31, 2015

	Note No.	As at March 31, 2015 ₹	As at March 31, 2014 ₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	142,877,540	142,877,540
Reserves and Surplus	3	341,286,832	340,647,291
		484,164,372	483,524,831
Non Current Liabilities			
Long Term Provisions	4	173,233	111,883
Current Liabilities			
Trade Payables	5	653,221	1,062,322
Other Current Liabilities	6	1,339,820	1,350,673
Short Term Provisions	7	4,722	4,722
		1,997,763	2,417,717
TOTAL		486,335,368	486,054,431
ASSETS			
Non Current Assets			
Non Current Investments	8	482,036,288	482,036,288
Long Term Loans and Advances	9	497,552	290,642
		482,533,840	482,326,930
Current Assets			
Trade Receivables	10	2,566,885	2,448,332
Cash and Cash Equivalents	11	1,228,483	1,277,470
Short Term Loans and Advances	12	6,160	1,699
		3,801,528	3,727,501
TOTAL		486,335,368	486,054,431

Significant Accounting Policies

1

(Notes forms integral part of Accounts)

For **Nisar & Kumar**
Chartered Accountants

For and behalf of the Board

Director

Director

Chief Financial Officer

K. M. Mahadik
Partner

Company Secretary

Place : Mumbai
Date : May 25, 2015Place : Mumbai
Date : May 25, 2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

	Note No.	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Income:			
Revenue from Operations	13	4,939,100	4,650,000
Total Income		<u>4,939,100</u>	<u>4,650,000</u>
Expenses:			
Employee Benefits Expense	14	2,509,932	2,071,842
Other Expenses	15	1,502,627	1,553,985
Total Expenses		<u>4,012,559</u>	<u>3,625,827</u>
Profit/(Loss) before tax		926,541	1,024,173
Tax expense:			
Current tax		(287,000)	(317,000)
Profit/(Loss) after tax		<u>639,541</u>	<u>707,173</u>
Basic & Diluted Earnings per Share of ₹ 10 each	16	0.04	0.05

Significant Accounting Policies

1

(Notes forms integral part of Accounts)

For **Nisar & Kumar**
Chartered Accountants

For and behalf of the Board

Director

Director

Chief Financial Officer

K. M. Mahadik
Partner

Company Secretary

Place : Mumbai
Date : May 25, 2015

Place : Mumbai
Date : May 25, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	Year ended March 31, 2015 ₹	Year ended March 31, 2014 ₹
Cash Flow From Operating Activities		
Profit /(Loss) before taxation	926,541	1,024,173
Adjustment for:		
Balances written off / (written back)	—	3
Operating Cash Flow before working capital changes	926,541	1,024,176
Adjustment for:		
(Increase)/Decrease in Receivables	(123,014)	(2,449,293)
Increase / (Decrease) in Liabilities & Provisions	(356,595)	745,002
Cash (used in) / generated from operations	446,932	(680,115)
Less: Taxes on Income Paid	(493,910)	(507,642)
Net Cash Used in Operating Activities	(46,978)	(1,187,757)
Cash Flow From Investing Activities		
Purchase of Investments	—	(6,418,400)
Net cash Used in Investing Activities	—	(6,418,400)
Cash Flow From Financing Activities		
Unclaimed Dividend paid	(2,009)	(26,286)
Net Cash Used in Financing Activities	(2,009)	(26,286)
Net increase / (decrease) in cash and cash equivalents	(48,987)	(7,632,443)
Cash and cash equivalents at the beginning of the year	1,277,470	8,909,913
Cash and cash equivalents at the end of the year	1,228,483	1,277,470

Note: The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard-3 on Cash Flow Statement.

For **Nisar & Kumar**
Chartered Accountants

For and behalf of the Board

Director

Director

Chief Financial Officer

K. M. Mahadik
Partner

Company Secretary

Place : Mumbai
Date : May 25, 2015

Place : Mumbai
Date : May 25, 2015

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2015

1. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Accounting :

The accounts of the company have been prepared on historical cost convention using the accrual basis of accounting on consistent basis.

b) Investments :

Long term investments are stated at cost. Incidental expenses incurred in acquiring the investments are added to the cost. Decline in carrying amount of investments, if any, other than of temporary nature is provided for in the Statement of Profit and Loss .

c) Revenue Recognition :

Consultancy / Service charges income is recognised on accrual basis as per the terms of agreements.

d) Retirement Benefits:

Long term / short term compensated absences and Gratuity liability are recognized on actuarial valuation basis.

e) Taxation:

The provision for current tax, if any, is computed in accordance with the relevant tax regulations. Deferred Tax is recognised on timing difference between accounting and taxable income for the year by applying applicable tax rates as per Accounting Standard-22 on "Accounting for Taxes on Income". Deferred Tax Assets is recognised wherever there is reasonable certainty that future taxable income will be available against which such Deferred Tax Assets can be realised.

f) Provisions and Contingent Liabilities:

Provisions are recognised in the accounts for present probable obligations arising out of past events that require outflow of resources, the amount of which can be reliably estimated.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company, unless likelihood of an outflow of resources is remote. Contingent assets are not recognised in the accounts, unless there is virtual certainty as to its realisation.

2. SHARE CAPITAL

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Authorized Capital		
15,000,000 (P.Y. 15,000,000) Equity Shares of ₹ 10 each	<u>150,000,000</u>	<u>150,000,000</u>
	<u>150,000,000</u>	<u>150,000,000</u>
Issued, Subscribed & Fully Paid up Capital		
14,287,754 (P.Y. 14,287,754) Equity Shares of ₹ 10 each	<u>142,877,540</u>	<u>142,877,540</u>
TOTAL	<u>142,877,540</u>	<u>142,877,540</u>

Notes:

- a. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

	March 31, 2015		March 31, 2014	
	Number	Amount (₹)	Number	Amount (₹)
Equity Shares				
Balance at the beginning of the Year	14,287,754	142,877,540	14,287,754	142,877,540
Issued during the year	-	-	-	-
Balance at the end of the year	14,287,754	142,877,540	14,287,754	142,877,540

- b. Shares held by holding / ultimate holding company and/ or their subsidiaries/ associates :

	March 31, 2015		March 31, 2014	
	Number	Amount (₹)	Number	Amount (₹)
Essar Capital Limited (Holding Company)	10,704,557	107,045,570	10,704,557	107,045,570

- c. Details of shareholders holding more than 5% shares in the company :

	March 31, 2015		March 31, 2014	
	Number	%	Number	%
Essar Capital Limited (Holding Company)	10,704,557	74.92	10,704,557	74.92

- d. Rights, preferences and restrictions attached to shares: The company has one class of equity shares of face value of ₹ 10 each. Every shareholder is entitled to one vote for every shares held. In the event of liquidation the equity shareholders shall be entitled to receive remaining assets of the company after distribution of all dues in proportion of their holdings.
- e. In preceding five years the company has not allotted any shares for consideration other than cash / bonus shares / bought back any shares.

3. RESERVES AND SURPLUS

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Securities Premium		
Balance as per last balance sheet	96,000,000	96,000,000
General Reserve		
Balance as per last balance sheet	13,100,000	13,100,000
Statutory Reserve		
Balance as per last balance sheet	10,000,000	10,000,000
Surplus in the statement of Profit and Loss		
Balance at the beginning of the year	221,547,291	220,840,118
Add: Profit/(Loss) for the year	639,541	707,173
Balance at the end of the year	222,186,832	221,547,291
TOTAL	341,286,832	340,647,291

4. LONG TERM PROVISIONS

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Provision for compensated absences	51,130	39,752
Provision for gratuity	122,103	72,131
TOTAL	173,233	111,883

5. TRADE PAYABLES

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Trade payables	653,221	1,062,322
TOTAL	653,221	1,062,322

6. OTHER CURRENT LIABILITIES

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Statutory liabilities	320,837	329,681
Unclaimed Dividend	1,018,983	1,020,992
TOTAL	1,339,820	1,350,673

7. SHORT TERM PROVISIONS

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Provision for compensated absences	2,338	2,338
Provision for gratuity	2,384	2,384
TOTAL	4,722	4,722

8. NON CURRENT INVESTMENTS

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Non Trade, Long Term (fully paid up, at cost)		
Investments in Equity Shares (Unquoted)		
10,050,706 (P.Y. 10,050,706) Equity Shares of ₹ 10 each of Essar Steel India Limited	482,036,288	482,036,288
TOTAL	482,036,288	482,036,288

9. LONG TERM LOANS AND ADVANCES

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(Unsecured, Considered Good)		
Advance Tax / Tax Deducted at Source (Net of Provision for taxes)	497,552	290,642
TOTAL	497,552	290,642

10. TRADE RECEIVABLES

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(Unsecured, considered good)		
Debts outstanding for a period exceeding six months	1,333,434	1,102,471
Other debts	1,233,451	1,345,861
TOTAL	2,566,885	2,448,332

11. CASH AND CASH EQUIVALENTS

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Balances with Bank in Current Accounts	209,500	256,478
Balances with Bank in Current Accounts (Unclaimed Dividend)	1,018,983	1,020,992
TOTAL	1,228,483	1,277,470

12. SHORT TERM LOANS AND ADVANCES

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(Unsecured, considered good)		
Prepaid expenses	6,160	1,699
TOTAL	6,160	1,699

13. REVENUE FROM OPERATIONS

	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Consultancy / Service Charges income	4,939,100	4,650,000
TOTAL	4,939,100	4,650,000

14. EMPLOYEE BENEFITS EXPENSE

	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Salaries and Allowances	2,062,730	1,680,199
Contribution to Provident Fund and Other Funds	158,089	113,448
Staff Welfare Expenses	289,113	278,195
TOTAL	2,509,932	2,071,842

15. OTHER EXPENSES

	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Communication Expenses	247,908	140,143
Travelling and Conveyance Expenses	37,773	28,995
AGM expenses	47,122	30,928
Advertisement Expenses	240,074	196,412
Bank Charges	168	472
Directors Sitting Fees [net of Service Tax of ₹ 46,350 (P. Y. Nil) of previous year claimed as input credit]	36,150	334,271
Rates and Taxes, filing Fees	34,300	9,151
Interest on delayed payment of taxes	12,637	6,020
Miscellaneous expenses	4,240	17,872
Printing and Stationary	164,998	141,779
Professional Fees	406,201	428,550
Listing and Custodial Fees	191,056	139,392
Audit fee	80,000	80,000
TOTAL	1,502,627	1,553,985

16. EARNING PER SHARE

There are no potential equity shares and hence the basic and diluted earnings per share are same. The calculation of the basic and diluted earnings per share is based on following data.

	March 31, 2015 ₹	March 31, 2014 ₹
Earnings [Net profit / (loss) for the year after tax (₹)]	639,541	707,173
Weighted average number of equity shares for the purpose of calculating earnings per share	14,287,754	14,287,754
Basic & Diluted Earnings per share of face value of ₹ 10 each (₹)	0.04	0.05

17. The company does not have any commitment or contingent liabilities.

18. The company does not have any dues to micro, small and medium enterprises.

19. Related Party Disclosures :

a) Related parties where control exists:

i. Holding Companies:

Essar Capital Limited

Essar Satvision Limited (Holding company of Essar Capital Limited)

Essar Capital Holdings (India) Limited [Holding company of Essar Satvision Limited]

ii. Individual owning indirectly an interest in the voting power that gives control:

Smt. Manju S Ruia

iii. Key Management Personnel:

Mr. Ashish Vyas – Manager & Company Secretary, Girish Vyas – Chief Financial Officer

b) Other related parties, where there have been transactions:

Enterprises controlled or significantly influenced by individual or relatives:

Essar Properties Pvt Limited, Imperial Consultants & Securities Pvt Limited, Futura Travels Limited, Imperial Procurement Services Pvt Limited, Girishan Investment Pvt Limited, Essar Teleholdings Limited, Essar Investments Limited

c) Transactions with related parties are summarised as under:

Particulars	Holding Company	Key Management Personnel	Enterprises controlled or significantly influenced by individual or relatives	Total March 31, 2015"
	₹	₹	₹	₹
Purchase of Investments (Imperial Consultants and Securities Pvt Limited)			–	–
			(6,418,400)	(6,418,400)
Refund of advances taken (Essar Properties Pvt Limited)			–	–
			(236,292)	(236,292)

Particulars	Holding Company	Key Management Personnel	Enterprises controlled or significantly influenced by individual or relatives	Total March 31, 2015"
	₹	₹	₹	₹
Travelling and Conveyance Expenses (Futura Travels Limited)			21,233	21,233
			(22,227)	(22,227)
Salaries and Allowances		2,051,448		2,051,448
		(585,906)		(585,906)
Mr. Ashish Vyas		654,024		
		(585,906)		
Mr. Girish Vyas		1,397,424		
		(-)		
Consultancy / Service charges income (excluding service tax)	268,320		4,670,780	4,939,100
	(235,200)		(4,414,800)	(4,650,000)
Imperial Consultants and Securities Pvt Limited			2,537,400	
			(2,231,200)	
Imperial Procurement Services Pvt Limited			454,160	
			(519,300)	
Girishan Investment Pvt Limited			165,760	
			(206,400)	
Essar Investments Limited			765,250	
			(834,100)	
Essar Capital Limited	268,320			
	(235,200)			
Essar Teleholdings Limited			748,210	
			(623,800)	
d) Balances outstanding at the end of the year:				
Debit balances	-		2,566,885	2,566,885
	(207,688)		(2,240,644)	(2,448,332)
Credit balances	-		43,460	43,460
		(37,684)	(22,227)	(59,911)

Notes:

- Figures in brackets relates to the previous year.
- The names of the related parties are disclosed under each nature of transaction where the transaction with single party is 10% or more of relevant nature of transactions.

20. The company is having two business segments viz. Consultancy & Advisory Services and Investment Activities. Segment wise data for the year is as under:

Particulars	Consultancy /	Investment	Total
	Service Activities	Activities	March 31, 2015
	₹	₹	₹
Segment Revenue	4,939,100	–	4,939,100
	(4,650,000)	–	(4,650,000)
Segment Results [Segment Profit / (Loss)]	4,939,100	–	4,939,100
	(4,650,000)		(4,650,000)
Unallocable expenses			4,012,559
			(3,625,827)
Provision for taxation			287,000
			(317,000)
Net Profit / (Loss)			639,541
			(707,173)
Segment assets	3,064,437	482,036,288	485,100,725
	(2,738,974)	(482,036,288)	(484,775,262)
Unallocable assets			1,234,643
			(1,279,169)
Total Assets			486,335,368
			(486,054,431)
Segment liabilities	–	–	–
	(–)	(–)	(–)
Unallocable liabilities			2,170,996
			(2,529,600)
Total Liabilities			2,170,996
			(2,529,600)

Note: Figures in brackets relates to the previous year.

21. EMPLOYEE BENEFITS

Gratuity is payable to all eligible employees of the company on superannuation, death and permanent disablement in terms of provision of the Payment of Gratuity Act or as per the company's scheme whichever is more beneficial. Benefit would be paid at the time of separation based on the last salary drawn base salary.

The company has also agreed to provide certain Compensated Absences.

Gratuity benefits are funded and Compensated Absences are non-funded.

The following tables summarize the components of net benefit expense recognized in the Statement of Profit and Loss and amounts recognized in the balance sheet for respective plans.

	Compensated	Gratuity	Compensated	Gratuity
	Absences		Absences	
	March 31, 2015		March 31, 2014	
	₹	₹	₹	₹
Statement of Profit and Loss:				
Current Service Cost	19,289	17,511	8,732	10,310
Interest cost on benefit obligation	3,872	6,855	2,451	2,269
Expected return on plan assets			–	–
Net actuarial (gain)/loss recognised in the year	(11,783)	25,606	(118)	33,218
Past service cost				
Net benefit Expense / (Income)	11,378	49,972	11,065	45,797

	Compensated Absences		Gratuity	
	March 31, 2015		March 31, 2014	
	₹	₹	₹	₹
Details of Provision for Employee Benefits:				
Defined benefit Obligation	(53,468)	(124,487)	(42,090)	(74,515)
Less: Fair Value of plan assets	—	—	—	—
Less: Unrecognised past service cost	—	—	—	—
Plan asset / (liability)	(53,468)	(124,487)	(42,090)	(74,515)
Changes in the present value of the defined benefit obligation:				
Opening defined benefit obligation	42,090	74,515	31,025	28,718
Interest Cost	3,872	6,855	2,451	2,269
Current Service cost	19,289	17,511	8,732	10,310
Acquisitions Cost / (Credit)	—	—	—	—
Benefits Payment	—	—	—	—
Actuarial (gains)/losses on obligation	(11,783)	25,606	(118)	33,218
Closing defined benefit obligation	53,468	124,487	42,090	74,515
Changes in the fair value of the plan assets:				
Fair value of the plan assets at the beginning of the year	—	—	—	—
Expected return on plan assets	—	—	—	—
Contributions	—	—	—	—
Benefits paid / Transfer	—	—	—	—
Actuarial (gains)/losses on plan assets	—	—	—	—
Fair value of the plan assets at the end of the year	—	—	—	—
The principal assumptions used in determining Compensated Absences & Gratuity benefit obligations for the Companies plans:				
A. Discount rate	7.80%	7.80%	9.20%	9.20%
B. Expected rate of return on assets	N/A	0.00%	N/A	0.00%
C. Salary Escalation Rate	6%	6%	6.00%	6.00%
D. Employee Turnover	1% to 3 %	1% to 3 %	1% to 3 %	1% to 3 %
E. Mortality	Indian Assured Lives Mortality (2006-08) Ult. Modified		Indian Assured Lives Mortality (2006-08) Ult. Modified	

22. Previous year figures have been rearranged / regrouped wherever necessary.

For **Nisar & Kumar**
Chartered Accountants

K. M. Mahadik
Partner

Place : Mumbai
Date : May 25, 2015

For and behalf of the Board

Director

Director

Chief Financial Officer

Company Secretary

Place : Mumbai
Date : May 25, 2015

ESSAR SECURITIES LIMITED

Corporate Identity No. (CIN) - L65990TN2005PLC071791

Regd. Office: 56, New No. 77, C. P. Ramaswamy Road, Abhiramapuram, Chennai 600 018

10th Annual General Meeting –Wednesday, September 30, 2015

FORM OF PROXY

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered Address:	
Mail ID:	
Folio No./ Client ID	DP ID:

I/We being the member(s) held _____ Shares of Essar Securities Limited, hereby appoint:

1)	Name			
	Address			
	E-mail ID	Signature		
	or failing him / her			
2)	Name			
	Address			
	E-mail ID	Signature		
	or failing him / her			
3)	Name			
	Address			
	E-mail ID	Signature		
	or failing him / her			

as my/our Proxy to attend and vote (on poll) for me/us on my/our behalf at the 10th Annual General Meeting of the Company to be held on Wednesday, September 30, 2015 at 11.00 a.m. at Essar House, 5th Floor, 7, Esplanade, Chennai - 600 108 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	For	Against
Ordinary Business			
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon		
2.	Re-appointment of Mr. Neeraj Gupta (DIN00317395), Director retiring by rotation		
3.	To appoint Auditors and fix their remuneration		
Special Business			
4.	Appointment of Ms. Suparna Singh (DIN 07142898) as a Director of the Company		
5.	Approval of contracts with Related Parties		

Signed this day of 2015

Signature of Shareholder

AFFIX 1 RUPEE REVENUE STAMP

Note: This form in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 Hours before the commencement of the Meeting.

ESSAR SECURITIES LIMITED

Corporate Identity No. (CIN) - L65990TN2005PLC071791

Regd. Office: 56, New No. 77, C. P. Ramaswamy Road, Abhiramapuram, Chennai 600 018

10th Annual General Meeting –Wednesday, September 30, 2015

ATTENDANCE SLIP

(TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

DP ID	
Client ID	

Folio Number	
No. of shares	

Name and address of the shareholder:

.....
.....
.....

I hereby record my presence at the 10th Annual General Meeting of Essar Securities Limited held on Wednesday, September 30, 2015 at Essar House, 5th Floor, 7, Esplanade, Chennai – 600 108.

Signature of shareholder/ Proxy

ESSAR SECURITIES LIMITED

Corporate Identity No. (CIN) - L65990TN2005PLC071791

Regd. Office: 56, New No. 77, C. P. Ramaswamy Road, Abhiramapuram, Chennai 600 018

E - MAIL REGISTRATION

To

M/s Data Software Research Co. Pvt. Ltd

#19 Pycroft Garden Road,
Off Haddows Road, Nungambakkam,
Chennai 600 006, Tamil Nadu.

Dear Sir/s,

Re: Registration of e mail ID for receiving communication in electronic form

I am a shareholder of the Company. I want to receive all communication from the Company including AGM and other General Meeting notices and explanatory statement(s) thereto, Balance Sheets, Director's Reports, Auditor's Reports etc. through e mail. Please register my e mail ID, set out below, in your records for sending communication through e mail:

Folio No.* :

Name of 1st Registered Holders* :

Name of Joint Holder(s) :

Address :

Pin Code :

E-mail ID (to be registered)* :

Contact Tel Nos. : **Mobile**
Landline

Date **Signature of first holder***

Important Notes:

1. Field marked* are mandatory for registration of the e-mail ID.
2. On registration, all the communications will be sent to the e-mail ID registered in the folio
3. Any change in email ID, from time to time, may please be registered in the records of the Company.

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Route map to AGM Venue

REGISTERED POST/COURIER

If undelivered, please return to:

Data Software Research Company Private Limited
(Unit: Essar Securities Limited)
19, Pycrofts Garden Road, Off Haddows Road
Nungambakkam, Chennai - 600 006
Tel: (044) 2821 3738, 2821 4487, Fax: (044) 2821 4636