ESAAR
INDIA LIMITED

CIN: L67120MH1951PLC222871

Regd. Office: Shop No. 06, Prathamesh Avenue, Datta Mandir Road, Malad East, Mumbai - 400097, Maharashtra, India

Corp. Office: 101, 1st Floor, Western Edge 1, Western Express Highway, Borivali (East), Mumbai – 400 066, Maharashtra, India

Tel: +022 4067 6000 Website: www.esaar.in
Email: info@esaar.in

September 07, 2022

To,
BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Scrip code: 531502

Dear Sir/Madam,

Subject: Notice of Annual General Meeting and Annual Report for the Financial Year Ended March 31, 2022:

This is with reference to our earlier letter dated September 02, 2022 regarding, inter-alia, convening of the **70th Annual General Meeting ("AGM")** of the Members of Esaar India Limited ("the Company") on **Thursday, September 29, 2022** at **02:00 PM** through **Hybrid mode** i.e Physical as well as Video Conferencing (VC) / Other Audio-Visual Means (OAVM) at registered office of the Company.

Pursuant to Regulation 30 and 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we hereby submit the Annual Report of the Company along with the Notice of AGM for the Financial Year 2021-22 which is being sent through electronic mode to the Members whose email addresses are registered with the Company/RTA/Depository Participant(s).

The requirements of sending physical copy of the Notice of the AGM and Annual Report to the Members have been dispensed with vide the Ministry of Corporate Affairs ("MCA") circulars dated May 05, 2020, April 08, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars") and the SEBI vide its circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 ("SEBI Circular") respectively. However; members who willing to have physical copy of Annual Report are requested to write to the Company/RTA at cs@esaar.in or Support@purvashare.com respectively.

Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company has fixed **Thursday, September 22, 2022** as the **"cut-off date"** to determine the eligibility of the Members to cast their vote by electronic means and e-voting during the AGM of the Company.

The Notice of 70th AGM and Annual Report for Financial Year 2021-22 is also available on website of Company at http://esaar.in/.

We request you to take the same on record.

Thanking you.

Yours faithfully,
For Esaar India Limited

Shruti Joshi
Director

Annual Report
2021-22
70th Annual General Meeting



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CORPORATE INFORMATON

BOARD OF DIRECTORS

Mrs. Shruti Joshi
Executive & Whole Time Director

Mrs. Dipti Yelve
Non- Executive, Independent Director

Mr. Raju Kishan Darade
Non- Executive, Independent Director

Mr. Vaibhav Shastri
Non- Executive, Independent Director

Mr. Mehul Shah
Non- Executive, Non-Independent Director

KEY MANAGERIAL PERSONNEL (KMP)

Mrs. Shruti Joshi
Chief Financial Officer

Mrs. Disha Shah
Company Secretary & Compliance Officer

AUDITORS:

Statutory Auditor	Internal Auditor	Secretarial Auditor
M/s. Harish Arora & Associates Chartered Accountants	M/s. Rohit S.K.Jain & Co. Chartered Accountants	M/s. HD & Associates Practising Company Secretaries

REGISTERED OFFICE:

Shop No. 06, Prathamesh Avenue,
Datta Mandir Road, Malad East,
Mumbai - 400097 , Maharashtra, India
Tel No.: 02240676000
Email Id: esaarindialtd@gmail.com
Website: www.esaar.in

CORPORATE OFFICE:

Unit No. 101, Western Edge I, Kanakia Spaces,
Western Express Highway, Borivali (East) Mumbai 400 066
Email Id: esaarindialtd@gmail.com
Tel No. 02240676000

REGISTRAR & SHARE TRANSFER AGENTS:

M/s. Purva Sharegistry India Private Limited
9 Shiv Shakti Industrial Estates, J R Boricha Marg.
Opp. Lodha Excelus, Lower Parel (East), Mumbai – 400 011
Tel: 022-23012518
Email: support@purvashare.com
Website: www.purvashare.com

Forward Looking Statement

In this Annual Report, we might have disclosed forward-looking statements that set out anticipated results based on the management's plans and assumptions. We cannot guarantee that these forward–looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties, and even inaccurate assumptions. We undertake no obligation to publicly update any forward–looking statements, whether as a result of new information, future events or otherwise.

Notice

NOTICE is hereby given that the 70th Annual General Meeting of the Members of M/s. Esaar India Limited will be held on Thursday, September 29, 2022 at 02.00 PM IST through Hybrid Mode i.e. Physical as well as through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

ORDNARY BUSINESS:

1. **To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.**

   "**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 including Balance Sheet as at March 31, 2022, Statement of Profit and Loss Account as at March 31, 2022 and Cash Flow Statement for the year ended as on that date together with Notes forming part of Accounts as audited and reported by the Auditors of the Company and the Directors' Report, as circulated to the Members and laid before meeting, be and are hereby considered, approved and adopted."

2. **Re-appointment of Mr. Mehul Hasmukh Shah, Director (DIN: 00338356), who retires from office by rotation and being eligible, offers himself for reappointment:**

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

   "**RESOLVED THAT** Mr. Mehul Hasmukh Shah, Director (DIN: 00338356), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company and being eligible and as recommended by the Nomination and Remuneration Committee, he himself offers for re-appointment, be and is hereby re-appointed as the Director of the Company."

SPECIAL BUSINESS:

3. **To increase the Authorized share capital of company from INR. 61,50,00,000 /- (Indian Rupees Sixty One Crores Fifty Lakhs only) divided into 6,15,00,000 (Six Crores Fifteen Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Only) each to INR. 71,50,00,000 (Indian Rupees Seventy One Crores Fifty Lakhs only) divided into 7,15,00,000 (Seven Crores Fifteen Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Only)**

   "**RESOLVED THAT** subject to the provisions of Section 61 read with Section 13, 64 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto, including any statutory modifications or re-enactments thereof, subject to approval from the shareholders of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from INR. 61,50,00,000 /- (Indian Rupees Sixty One Crores Fifty Lakhs only) divided into 6,15,00,000 (Six Crores Fifteen Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Only) each to INR. 71,50,00,000 (Indian Rupees Seventy One Crores Fifty Lakhs only) divided into 7,15,00,000 (Seven Crores Fifteen Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company;

   RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company as to share capital be and is hereby deleted and in its place and stead the following new Clause V be substituted;

"V. The Authorised Share Capital of the Company INR. 71,50,00,000 (Indian Rupees Seventy One Crores Fifty Lakhs only) divided into 7,15,00,000 (Seven Crores Fifteen Lakhs) Equity Shares of INR. 10/-(Indian Rupees Ten Only) each."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

4. **To appoint Mr. Raju Kishan Darade (DIN: 07255522) as a Non-Executive, Independent Director of the Company and to consider, and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:**

"**RESOLVED THAT** Mr. Raju Kishan Darade (DIN: 07255522), who was appointed as an Additional Director of the Company with effect from October 11, 2021 by the Board of Directors, pursuant to the provisions Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company and holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company. The Company has received notice proposing his candidatureship from member as required by section 160 of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and Regulation 17 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, the appointment of Mr. Raju Kishan Darade (DIN: 07255522) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed there under, and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from October 11, 2021 up to October 10, 2026, be and is hereby approved."

5. **To appoint Mrs. Shruti Rahul Joshi (DIN: 09388260) as an Executive Director of the Company and to consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** Mrs. Shruti Rahul Joshi (DIN: 09388260), who was appointed as an Additional Director of the Company with effect from November 16, 2021 by the Board of Directors, pursuant to the provisions Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company and holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company. The Company has received notice proposing his candidatureship from member as required by section 160 of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and Regulation 17 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, the appointment of Mrs. Shruti Rahul Joshi (DIN: 09388260) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed there under, and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, as an Executive Director of the Company, liable to retire by rotation, be and is hereby approved."

6. **To Consider and take on record for the Ratification of the Inter Corporate Deposits (ICD) Agreement and Conversion of Inter Corporate Deposits (ICD) received by the Company from the respective Lenders into equity shares in align with the ICD Agreement including determination of Issue price as may be permitted under applicable laws, subject to the approval of the Shareholders of the Company and Regulators as applicable.**

   "**RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto, including any statutory modifications or re-enactments thereof, the shareholders give their consent for taking on record the Ratified Terms and Conditions of Inter Corporate Deposits (ICD) received by the Company from the M/s. Ambe Securities Private Limited and conversion of Inter Corporate Deposits (ICD) of the respective Lenders of INR 3,50,00,00/- (Indian Rupees Three Crore Fifty Lakhs) of the Company into Equity Shares of the Company at the issue price of INR .10/- (Indian Rupees Ten Only) divided into 35,00,000 (Thirty Five Lacs) Equity Shares of the Company amounting to INR 3,50,00,00/- (Indian Rupees Three Crore Fifty Lakhs)which is in align with the ICD Agreement;

   RESOLVED FURTHER THAT the Director of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary for the purpose of giving effect to this resolution."

For and on behalf of the Board
Esaar (India) Limited

Sd/-
Disha Shah
Company Secretary & Compliance Officer

Place: Mumbai
Date: May 27, 2022

ANNEXURE TO NOTICE
EXPANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Resolution Number - 3:

The Board of Directors at its meeting held on September 06, 2022 decided to increase the Authorized share capital of company from (existing) INR. 61,50,00,000 /- (Indian Rupees Sixty-One Crores Fifty Lakhs only) divided into 6,15,00,000 (Six Crores Fifteen Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Only) each to (revised)INR. 71,50,00,000 (Indian Rupees Seventy-One Crores Fifty Lakhs only) divided into 7,15,00,000 (Seven Crores Fifteen Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Only) for growth and additional operation of the Company.

The Company requires to amend its Capital clause V in Memorandum of Association and accordingly the Board at its meeting on September 06, 2022 approved the alteration of capital clause V of Memorandum of association subject to shareholders approval. The capital clause will be amended as follows:

"V. The Authorised Share Capital of the Company INR. 71,50,00,000 (Indian Rupees Seventy-One Crores Fifty Lakhs only) divided into 7,15,00,000 (Seven Crores Fifteen Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Only) each."

The Board recommends passing of the ordinary resolution set out in item no. 3 of the Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed resolution.

Resolution Number - 4:

Mr. Raju Kishan Darade (DIN: 07255522) was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company as an Additional Non-Executive Non-Independent Director on October 11, 2021. He holds Office until the ensuing annual general meeting under section 161 (1) of the Companies Act, 2013. As per the current provisions of company law and regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, independent directors are permitted to be appointed for a consecutive period of 5 years without being liable to retire by rotation.

It is proposed to appoint Mr. Raju Kishan Darade (DIN: 07255522) be appointed as an Non-Executive, Independent Director of the company pursuant to section 149, Schedule IV and other applicable provision, if any, of the Companies Act, 2013.

The proposed appointment is recommended by the board. In respect of his proposed appointment, the company has, as required by section 160 of the Companies Act, 2013, received a notice in writing regarding her candidature for the office of the director. Mr. Raju Kishan Darade (DIN: 07255522) has submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in sub section. Further he is not disqualified from being appointed as director in terms of section 164 of the Act.

In the Opinion of the Board the proposed appointment of Mr. Raju Kishan Darade (DIN: 07255522) as an independent director fulfils the conditions specified in the Act and the rules made there under and that her proposed appointment is independent of the management.

The Board of Director is of the opinion that Mr. Raju Kishan Darade (DIN: 07255522) possesses requisite skills, experience and knowledge relevant to the company's business and it would be in the interest of the company to continue to have his association with the company as director.

Brief profile of Mr. Raju Kishan Darade (DIN: 07255522) and the disclosures required under Listing Regulations, 2015 are given as additional information about the directors, which forms part of the Notice.

The Board recommends passing of the special resolution set out in item no. 3 of the Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed resolution.

Resolution Number – 5:

Mrs. Shruti Rahul Joshi (DIN: 09388260) was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company as an Additional Executive and Whole Time Director on November 16, 2021. She holds Office until the ensuing annual general meeting under section 161 (1) of the Companies Act, 2013.

It is proposed to appoint Mrs. Shruti Rahul Joshi (DIN: 09388260) be appointed as an Executive and Whole Time Director of the company pursuant to section 149, Schedule IV and other applicable provision, if any, of the Companies Act, 2013.

The proposed appointment is recommended by the board. In respect of his proposed appointment, the company has, as required by section 160 of the Companies Act, 2013, received a notice in writing regarding her candidature for the office of the director. Further she is not disqualified from being appointed as director in terms of section 164 of the Act.

In the Opinion of the Board the proposed appointment of Mrs. Shruti Rahul Joshi (DIN: 09388260) as an Executive and Whole Time Director fulfils the conditions specified in the Act and the rules made there under and that her proposed appointment is independent of the management.

The Board of Director is of the opinion that Mrs. Shruti Rahul Joshi (DIN: 09388260) possesses requisite skills, experience and knowledge relevant to the company's business and it would be in the interest of the company to continue to have his association with the company as director.

Brief profile of Mrs. Shruti Rahul Joshi (DIN: 09388260) and the disclosures required under Listing Regulations, 2015 are given as additional information about the directors, which forms part of the Notice.

The Board recommends passing of the Ordinary resolution set out in item no. 4 of the Notice.

Resolution Number - 6:

The Company decides to convert the Inter Corporate Deposits (ICD) received by the Company of the respective Lenders into equity shares in align with the ICD Agreement and determine the Issue price as per the applicable laws subject to shareholders' approval of the Company.

The Lenders had ratified their terms and conditions with respect to Inter Corporate Deposits (ICD). The shareholders are requested to take note of the same.

The Board recommends passing of the special resolution set out in item no. 7 of the Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed resolution.

For and on behalf of the Board
Esaar (India) Limited

Sd/-
Disha Shah
Company Secretary & Compliance Officer

Place: Mumbai
Date: May 27, 2022

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19" and General Circular no. 20/2020 dated 5th May, 2020 read with General Circular nos. 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May 5, 2022 respectively in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting through VC/OAVM, without the physical presence of the Members at a common venue. The deemed venue for AGM shall be the registered office of the Company.

2. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Shareholders on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more Shareholding), Promoters, Institutional Investors, Directors, Key Management Personnel, Auditors, etc, who are allowed to attend the AGM without restriction on account of first come first basis.

3. Members attending the meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rules made there under, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.

5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) intending to attend the AGM through their authorised representatives are requested to send a scanned copy of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company at esaarindialtd@gmail.com and / or to Purva Sharegistry India Pvt. Ltd ("RTA") at support@purvashare.com respectively.

6. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 23rd September, 2022 to Thursday, 29th September, 2022 (both days inclusive) for the purpose of 70th AGM of the Company.

7. Members holding shares in Dematerialised form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to RTA / Company at their email addressed given above.

8. Members seeking any information with regard to the financial statements are requested to write to the Company at least ten (10) days before the AGM to enable the management to keep the information ready at the Meeting.

9. In case of joint holders attending the AGM, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote provided the votes are not already cast by remote e-voting by the first holder.

10. The Notice of AGM and Annual Report is being sent in electronic mode to Members whose e-mail address is registered with the Company or the DP. Members (Physical / Demat) who have not registered their e-mail addresses with the Company can get the same registered by requesting our RTA at e-mail addresses given above.

11. Notice of AGM along with Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website http://esaar.in/inv.html/, website of stock exchange i.e BSE Ltd at www.bseindia.com and on the website of Purva Sharegistry India Pvt. Ltd at https://www.purvashare.com/.

12. M/s. Harish Arora & Associates, Chartered Accountants (Firm Registration No. 015226C) were appointed as Statutory Auditors of the Company for a period of five consecutive years at the AGM of the Members held on September 30, 2019. Their appointment was subject to ratification by Members at every subsequent AGM. However, pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been dispensed with.

13. In view of the above, ratification by the Members for their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

14. Any person whose name appears in the register of members as on the cut-off date i.e. 22nd September, 2022 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

15. E-voting cut of date is Thursday, 22nd September, 2022, E-voting shall open from, Monday, 26th September, 2022 at 9:00 A.M. and ends on Wednesday, 28th September, 2022 at 5:00 P.M.

16. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA by emailing at support@purvashare.com. Further, the Company has availed the services offered by NSDL to update email addresses of shareholders of the Company having their holding with a depository participant registered with NSDL and have not registered their email addresses. Members are requested to register their email id and support the green initiative efforts of the Company.

17. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transfer, transmission or transposition only in Dematerialized form with effect from 1st April 2019. In view of this the Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and request.

18. Members who still hold share certificates in physical form are advised to Dematerialise their shareholding to also avail of numerous benefits of Dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

19. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Thursday, 22nd September, 2022, such person may obtain the user id and password from RTA by email request on support@purvashare.com.

20. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to esaarindialtd@gmail.com for obtaining the Annual Report and Notice of e-AGM.

21. The Board of Directors have appointed M/s. HD and Associates, Practising Chartered Accountant (Firm Registration No. S2018MH634200) as the Scrutiniser to the e-voting process and voting at the AGM in a fair and transparent manner.

22. Shareholder who wish to speak during the AGM are require to do prior registration to enable us to process further. Speakers are requested to register themselves latest by Thursday, 22nd September, 2022 by writing us at esaarindialtd@gmail.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 26th September, 2022 at 9:00 A.M. and ends on 28th September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2022.

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting

	services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in Demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:

https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to harisharoraassociates@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go

through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to esaarindialtd@gmail.com

2. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to esaarindialtd@gmail.com .If you are an Individual shareholder holding securities in Demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name Demat account number/folio number, email id, mobile number at esaarindialtd@gmail.com The same will be replied by the company suitably.

6. Shareholder who wish to speak during the AGM are require to do prior registration to enable us to process further. Speakers are requested to register themselves latest by Thursday, 22nd September, 2022

INSTRUCTIONS FOR THOSE SHAREHOLDERS WHO WISH TO ATTEND MEETING PHYSICALLY:

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy /proxies to attend and vote instead of himself / herself and such a proxy / proxies so appointed need not be a member of the Company. the form of proxy duly completed should, however, be deposited at the registered office of the applicant company not less than 48 hours before the time fixed for the aforesaid meeting.
- As per Section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Applicant Company carrying voting rights. Further, a member holding more than 10% of the total share capital of the Applicant Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- All alterations made in the Form of Proxy should be initialed.
- During the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Applicant Company.

- The Notice is being sent to all the Equity Shareholders, whose names appear in the records of the Company as on 22/09/2022. However a cutoff date for determining shareholders eligible for voting is 22/09/2022. The members who are not shareholders as on 22/09/2022are not eligible to vote and can treat this notice for information purpose only.
- The Notice convening the meeting will be published through advertisement in Free Press Journal in the English language and translation thereof in Navshakti in the Marathi language (both Mumbai Editions).
- The quorum of the meeting of the equity shareholders of the Applicant Company shall be 30 Equity Shareholders of the Applicant Company, present in person.
- Only registered Equity Shareholders of the Applicant Company may attend and vote (either in person or by proxy) at the General Meeting.
- Registered Equity Shareholders who hold shares in Dematerialized form are requested to bring their Client ID and DP ID for easy identification of the attendance at the meeting.
- Registered Equity Shareholders are informed that in case of joint holders attending the meeting, joint holder whose name stands first in the Register of Members and in his / her absence by the next named member of the Applicant Company in respect of such joint holding will be entitled to vote.
- The Company has appointed HD And Associates Practicing Company Secretaries, Mumbai as Scrutinizer for conducting the voting process in a fair and transparent manner
- A person whose name is recorded in the register of members or in the register of members maintained by the Company as on the cut-off date of 22/09/2022 shall be entitled to vote at the Meeting.
- Foreign Institutional Investors (FIIs) who are registered Equity Shareholder(s) of the Applicant Company would be required to deposit certified copies of Custodial resolutions/Power of Attorney, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the Registered Office of the Applicant Company not later than 48 hours before the meeting.
- The Notice will be displayed on the website of the Company https://flomicgroup.com/

FORM NO. MGT- 11

PROXY FORM

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

CIN	L67120MH1951PLC222871
Name of the Company	ESAAR (INDIA) LTD.
Registered office	Unit No. 101, Western Edge I, Kanakia Spaces, Western Express Highway, Borivali (East) Mumbai 400 066

Name of the Member	
Registered Address	
E-mail Id	
Folio No./Client Id	
DPID	

I/We, being the member (s)of.....shares of the above-named company, hereby appoint

1. **Name:**
Address:
Email id:
Signature……., or failing him

2. **Name:**
Address;
Email id:
Signature……., or failing him

3. **Name:**
Address;
Email id:
Signature…….

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting of the Company, to be held on the DD/MM/YYYY at _____ P.M. at _____ and at any adjournment thereof in respect of such resolutions as are indicated below:

ResolutionNo.	Resolution
Ordinary Resolutions:	
1	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon
2	Re-appointment of Mr. Mehul Hasmukh Shah, Director (DIN: 00338356),

	who retires from office by rotation and being eligible, offers himself for reappointment
3	To increase the Authorized share capital of company from INR. 61,50,00,000 /- (Indian Rupees Sixty One Crores Fifty Lakhs only) divided into 6,15,00,000 (Six Crores Fifteen Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Only) each to INR. 71,50,00,000 (Indian Rupees Seventy One Crores Fifty Lakhs only) divided into 7,15,00,000 (Seven Crores Fifteen Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Only)
4	To appoint Mrs. Shruti Rahul Joshi (DIN: 09388260) as an Executive Director of the Company
Special Resolutions:	
1	To appoint Mr. Raju Kishan Darade (DIN: 07255522) as a Non-Executive, Independent Director of the Company
2	To Consider and take on record for the Ratification of the Inter Corporate Deposits (ICD) Agreement and Conversion of Inter Corporate Deposits (ICD) received by the Company from the respective Lenders into equity shares in align with the ICD Agreement including determination of Issue price as may be permitted under applicable laws, subject to the approval of the Shareholders of the Company and Regulators as applicable.

Signed this…….. day of.....2022
Signature of shareholder
Signature of Proxy holder(s)

AffixRevenueStamp ofRe.1

Note: This form of proxy 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

For and on behalf of the Board
Esaar India Limited

Sd/-
Disha Shah
Company Secretary & Compliance Officer

Place: Mumbai
Date: May 27, 2022

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 70TH ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER 24, 2022

[Pursuant To Regulation 36(3) And 26(4) Of The SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015]

Name of the Director	Raju Kishan Darade	Shruti Rahul Joshi
Director Identification Number (DIN)	07255522	09388260
Date of Birth	April 03, 1972	January 11, 1989
Age	50	33
Date of First Appointment	October 11, 2021	November 16, 2021
Category	Non-Executive, Independent	Executive & Whole Time Director
Relationship with Directors and KMP	None	None
Expertise in specific functional area	Wide Managerial Experience	Managerial Experience
Board Membership of other listed companies as on March 31, 2022	Nil	Nil
Membership/ Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	Nil	Nil
Number of Equity Shares held in the Company as at March 31, 2022	Nil	Nil
Relationship with the Promoters and Board if any	Nil	Nil

For other details such as number of meetings of the Board attended during the year, remuneration drawn etc. Please refer to the Corporate Governance Report which forms part of this Annual Report.

DIRECTOR'S REPORT

TO,
THE MEMBERS,
ESAAR (INDIA) LIMITED

Your Directors are pleased to present the 70th Annual Report of Esaar (India) Limited together with Director's Report, Audited Financial Statements and Auditors' Report for the financial year ended March 31, 2022.

FINANCIAL RESULTS

A Summary of the Company's financial performance as per the financial statements prepared according to the Ind AS. for the F.Y. 2021-2022 as compared to the previous financial year is given below:

(Amount in Lakhs)

Particulars	**F.Y. 2021-22**	**F.Y. 2020-21**
Revenue from operations (Net)	898.80	2,194.00
Revenue from Other Income	2,796.92	1,587.61
Total Revenue	3,695.72	3,781.61
Depreciation & Amortization	1.25	0.03
Finance Cost	262.74	267.13
Other Expenses	1,081.73	3,329.08
Extraordinary Items	--	--
Profit/Loss After Depreciation & Interest & Extraordinary Items	2,135.46	185.38
Provision for Tax	(16.25)	(30.76)
Deferred Tax	(18.45)	--
Profit After Tax	2,100.75	154.62
EPS Basic	10.28	0.76
EPS Diluted	10.28	0.76

RESULTS OF OPERATIONS:

During the year under review, your Company has generated a revenue of Rs. 898.80 lakhs as compared to Rs. 2194.00 lakhs in the previous year. The net profit of has increased to Rs. 2100.75 lakhs as compared to the previous year Rs. 154.62 lakhs.

Though the pandemic brought challenges on the NBFC sector, it gave rise to greater opportunities such as realignment of strategies and cost optimization. With the second wave of Covid-19 leading to partial lockdown and restricted business activities, the upside is vaccination drives are in full swing across the country.

The Government and RBI have introduced several liquidity and stimulus measures to support the NBFC industry, which have slowly started to yield results. Disbursements are picking up sequentially across the NBFC sector, driven by moratorium exit, pent-up and seasonally strong demand. The NBFC industry remains an important functionary in the economic ecosystem to fulfil credit requirement of credit starved and new to credit customers by bringing them into formal financial services ecosystem.

It is imperative that affairs of your Company are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders. Further, the information on the operational and financial performance, amongst others, is given in the Management Discussion and Analysis Report, forming part of this Annual Report and is in accordance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

IMPACT OF COVID-19:

In view of the nationwide lockdown announced by the Government of India to control the spread of COVID-19, the Company's business operations were temporarily disrupted. The Management has considered the possible effects, if any, that may result from the pandemic on the carrying amounts of assets after considering internal and external sources of information including the possible future uncertainties in the global economic conditions as at the date of approval of these financial results. The Company has used assumptions based on current indicators of future economic conditions and based on the same the Company expects to recover the carrying amount of these assets. Further, the management is continuously assessing the impact of the outbreak of Coronavirus (COVID-19) on the business operations of the Company. The management believes that no adjustments are required in the financial statements as it does not materially impact the current Financial Year ended March 31, 2021, however, in view of the highly uncertain economic environment, a definitive assessment of the impact on the subsequent periods is difficult. Accordingly, the impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements.

CHANGE IN THE NATURE OF THE BUSINESS:

There is no change in the nature of business of the Company for the year under review. Further information on the business overview and outlook and state of the affairs of the Bank is covered under the Management Discussion & Analysis section of the Annual Report.

CHANGE IN THE NAME OF THE COMPANY:

During the year under review, there was no change in the name of the company.

MATERIAL CHANGES OR COMMITMENTS:

There are no material changes or commitments that took place after the closure of FY 2021-22 till date which will have any material or significant impact on the financials of the Company except for the mentioned below:

1. Increase in Authorised Share Capital:

   The Company had sent notice dated May 24, 2022 for Extraordinary General Meeting of the Members of the Company to be held on June 16, 2022 for passing a resolution to Increase the Authorised Share Capital from Rs. 21,50,00,000/- (Rupees Twenty-One Crores Fifty Lakhs Only) divided into 2,15,00,000 (Two Crores Fifteen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 61,50,00,000 (Rupees Sixty-One Crores Fifty Lakhs only) divided into 6,15,00,000 (Six Crores Fifteen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association.

SHARE CAPITAL:

The paid-up equity share capital of the Company as on March 31, 2022 was Rs. 2,04,42,500/-. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor buy-back nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

TRANSFER TO RESERVE AND SURPLUS:

Your Company transferred 20% of the profit i.e. Rs.420.15/- Lacs to Statutory Reserves during the year ended March 31, 2022.

DIVIDEND:

With a view to strengthening the financial position of the company, your Board of Director's have not recommended any dividend on equity shares for the financial year 2021-22.

TRANSFER TO THE INVESTOR EDUCTION AND PROTECTION FUND:

In terms of Section 124 & 125 of the Companies Act, 2013 (the Act) read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all unclaimed dividends are required to be transferred by the Company to the IEPF, after completion of seven (7) years. There are no underlying shares for which dividend has remained unpaid or unclaimed for a consecutive period of seven years. Therefore, there is no transfer of the same to the Investor Education Protection Fund.

PUBLIC DEPOSITS:

Your Company has been registered as a NBFC since 1998 in terms of the provisions of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007. Your company is categorized as Non-Deposit taking Non-Banking Financial Company. The Company has not accepted/invited any deposits during the year from the public falling within the ambit of Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

The Company neither have any Subsidiary, Joint venture or Associate Company and nor there are Companies / Body Corporate which have become/ceased to be subsidiary/ Joint Venture / Associate during the financial year 2021-22.

The Company has formulated a Policy for determining Material Subsidiaries. The Policy is put up on the Company's website at www.esaar.in

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Particulars of loans, guarantees given and investments made during the year, as required under Section 186 of the Companies Act, 2013 and Schedule V of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, are provided in Notes No. 3 & 4 of the financial statements of the Company for the year ended March 31, 2022.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

Particulars of contracts or arrangements with the related parties as referred to in sub-section (1) of Section 188 of the Companies Act, 2013 are entered by the Company were in ordinary course of business and on arm's length basis and is provided in Form No. AOC–2 as prescribed in the Companies (Accounts) Rules, 2014, forming part of this Report. All the Related Party Transactions as required under Ind AS-24 are reported in the Notes to the financial statement.

Prior omnibus approval of the Audit Committee has been obtained on an annual basis for transactions with related parties which are of a foreseeable and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted a statement giving details of all transactions with related parties are placed before the Audit Committee for their review on a periodic basis.

In accordance with the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has formulated the Related Party Transactions Policy (the Policy). The Policy is available on the website of the Company at the link www.esaar.in

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As on March 31, 2022, the Company has Five (5) Directors consisting of One (1) Executive, Whole - Time Director, One (1) Non - Executive, Non- Independent Director and Three (3) Non- Executive, Independent Directors.

Appointment/Resignations from the Board of Directors:

Upon the recommendation of Nomination and Remuneration Committee, the Board has appointed Mr. Raju Kishan Darade (DIN: 07255522) as an Additional Director of the Company in the category of Independent Director subject to approval of members at the ensuing Annual General Meeting with effect from October 11, 2021 for 5 years in order to comply with the requirement of Section 149(1) of the Companies Act, 2013.

In terms of Section 161 of the Companies Act, 2013 he will hold office up to the date of the ensuing AGM. The Company has received a notice in writing pursuant to Section 160 of Companies Act, 2013, proposing the appointment of Mr. Raju Kishan Darade as Director of the Company.

Further, upon the recommendation of Nomination and Remuneration Committee, the Board has appointed Mrs. Shruti Rahul Joshi (DIN: 09388260) as an Additional Director of the Company in the category of Executive and Whole Time Director subject to approval of members at the ensuing Annual General Meeting with effect from November 16, 2021.

In terms of Section 161 of the Companies Act, 2013 she will hold office up to the date of the ensuing AGM. The Company has received a notice in writing pursuant to Section 160 of Companies Act, 2013, proposing the appointment of Mrs. Shruti Rahul Joshi as Director of the Company.

In accordance with the provisions of Section 149 of the Companies Act, 2013, the Independent Directors have given a declaration that they meet the criteria of independence as provided in the said Section and also in terms of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. In the opinion of the Board of Directors of the Company, the Independent Directors are persons of integrity and possess relevant expertise, experience and proficiency as per the Act.

During the year no director had resigned from the Board except as mentioned below:

1. Mr. Mehul Kadiya (DIN: 07591755) with effect from October 11, 2021.
2. Mrs. Narmadaben Patel (DIN: 07697346) with effect from October 11, 2021.
3. Mr. Raghvendra Kumar (DIN: 08126531) with effect from November 16, 2021.

Women Director:

Your Company's Board is represented by two Woman Directors Mrs. Dipti Yelve Shashank And Mrs. Shruti Rahul Joshi .

Directors Retiring by Rotation:

In accordance with the provision of Section 152 of the Companies Act, 2013 Mr. Mehul Hasmukh Shah (DIN: 00338356), Non-Independent and Non-Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible also recommended by the Nomination and Remuneration Committee, offers himself for re-appointment.

The information of Directors seeking appointment/re-appointment as required pursuant to Regulation 36(3) of the SEBI Regulations is provided in the notice covering the Annual General Meeting of the Company.

Key Managerial Personnel:

Mrs. Shruti Rahul Joshi was appointed as the new Chief Financial Officer (CFO) of the Company with effect from May 25, 2021 and further was appointed as Executive and Whole Time Director with effect from November 16, 2021.

The Board appointed Ms. Disha Haresh Shah (Membership No. A45598) with effect from August 13, 2021 as the Company Secretary and Compliance Officer of the Company.

NUMBER OF BOARD MEETINGS HELD:

The Board meets at regular intervals to discuss and decide on the company's policies and strategy apart from other Board matters. During the year under review, the Board met Eight (8) times. The intervening gap between the said meetings were in accordance with the provisions of Companies Act, 2013, relevant Rules made thereunder, Secretarial Standard-I Issued by Institute of Company Secretaries of India and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Detailed information on the meetings of the Board are included in the report on Corporate Governance, which forms part of this Annual Report.

COMMITTEES Of BOARD:

In accordance with the applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and RBI Master Directions, the Board constituted the following Committees:

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee
- Loan & Investment Committee

A detailed note on the Board Committees with respect to composition, meeting, powers, and terms of reference is provided under the Corporate Governance Report which forms a part of the Annual Report.

PERFORMANCE EVALUATION OF THE BOARD:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination & Remuneration Committee (hereinafter known as 'NRC') had formulated policy (approved by the board) for the performance evaluation of the whole board, its committees, individual directors (including Independent Directors) and KMP's annually on the basis of a structured questionnaire which comprises evaluation criteria taking into consideration various performance related aspects. As per the Policy, performance evaluation of:

- Independent directors have been done by the whole board excluding the director being evaluated and submit its report to NRC;
- Non-Independent directors including chairman has been done by independent directors and submit its report to NRC;
- Committees of the board and KMP's have been done by the board of directors and submit its report to NRC.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The Board reviewed the performance of the Individual Directors on the basis of the criteria such as the contribution of the Individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

The Board of Directors has expressed its satisfaction with the evaluation process.

FAMILIARIZATION PROGRAMME:

Pursuant to the SEBI regulations, the Company has worked out a Familiarization programme for the Independent Directors, with a view to familiarize them with their role, rights and responsibilities in the Company, nature of Industry in which the Company operates, business model of the Company, etc.

Through the Familiarization programme, the Company apprises the Independent Directors about the business model, corporate strategy, business plans and operations of the Company. Directors are also informed about the financial performance, annual budgets, internal control system, statutory compliances etc. They are also familiarized with Company's vision, core values, ethics and corporate governance practices.

Details of Familiarization programme of Independent Directors with the Company are available on the website of the Company at www.esaar.in

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report for the year under review as stipulated under SEBI Regulations, forms part of the Annual Report.

INTERNAL CONTROL AND ITS ADEQUACY:

The Company has a well-placed, proper and adequate internal financial control system which ensures that all assets are safeguarded and protected and that the transactions are authorized recorded and reported correctly. The Company's internal financial control system also comprises due compliances with Company's policies and Standard Operating Procedures (SOPs) and audit and compliance by in-house Internal Audit Division, supplemented by internal audit checks from Independent Internal Auditors of the Company.

RISK MANAGEMENT POLICY:

The Company has a Risk Management framework to identify measure and mitigate business risk and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objective and enhance the Company's competitive advantage. This risk framework thus helps is managing market, credit and operations risks.

NOMINATION AND REMUNERATION POLICY:

The Board of Directors has formulated a Policy which lays down a framework for selection and appointment of Directors and Senior Management and for determining qualifications, positive attributes, independence of Directors and other matters in accordance with Section 178 of the Companies Act, 2013.

The Company has also formulated a Policy relating to nomination and remuneration of Directors, members of Senior Management and Key Managerial Personnel pursuant to Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The policy is available on the website of the company at www.esaar.in.

CORPORATE SOCIAL RESPONSIBILITY [CSR]:

The provisions of the CSR expenditure and Composition of Committee, as provided in the Section 135 of the Companies Act, 2013, are not applicable to the company. Therefore, the Company has not developed and implemented any Corporate Social Responsibility initiatives as said provisions are not applicable to the Company.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

In Compliance of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Whistle Blower Policy / Vigil Mechanism and has established the necessary vigil mechanism for Directors, Employees and Stakeholders of the Company to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Company has disclosed the policy on the website of the Company i.e. www.esaar.in

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE:

The company has adopted a Policy on prevention of Sexual Harassment at the Workplace in line with the provisions of Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder.

Your Company has complied with the provisions relating to the constitution of Internal Complaints Committee (ICC) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

During the financial year 2021-22, no cases in the nature of sexual harassment were reported by the ICC of the company.

The Company's policy on the same is placed on the Company's website at www.esaar.in

AUDITORS:

a) Statutory Auditors:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Harish Arora & Associates, Chartered Accountant (Firm Registration No. 015226C) having office at A-56, Kumbha Nagar, Chittorgarh-Rajasthan were appointed as the Statutory Auditors by the Members at the 67th AGM of the Company to hold office for the term of 5 consecutive year from 67th AGM to 72nd AGM of the Company.

The Auditors' Report annexed to the financial statement for the year under review does not contain any qualification, reservation, adverse remark or disclaimer. The Notes to the Accounts referred to in the Auditors Report are self-explanatory and therefore do not call for any further explanation.

b) Internal Auditors:

Pursuant to the provisions of Section 138 of the Companies Act and the Companies (Accounts) Rules, 2014, on the recommendation of the Audit Committee, M/s. Rohit S K Jain & Co., Chartered Accountants were appointed as an Internal Auditor for the Financial Year 2021-22 to conduct Internal Audit on such terms and conditions as decided mutually.

c) Secretarial Auditor and it's Report:

In compliance with the provisions of Section 204 of the Companies Act, 2013, Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (LODR) Regulation, 2015, the Board in its meeting held on May 28, 2022, upon recommendation of the Audit Committee appointed M/s. HD & Associates, Company Secretary in Practice (Membership No. A47700) to conduct the secretarial audit of the Company, for the financial year 2021-22.

The Company has provided all assistance, facilities, documents, records and clarifications etc. to the Secretarial Auditors for the conduct of their audit. The Secretarial Audit Report in Prescribed format as MR – 3 for the FY 2021-22 is appended to this Report as "**Annexure - I**".

Auditor's Qualification:

1. Pursuant to the Non-Banking Financial Companies Directions, Guidelines and Circulars issued by the Reserve Bank of India. The Company has not filed the regular Returns with RBI.

2. In respect of the Regulation- 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding delayed approval of Unaudited financial results for the Second Quarter and Half Year Ended 30th September, 2021 were filed with Stock Exchange on November 15, 2021 i.e. there was a delay of 01 day for submission of results of the Second Quarter and Half Year Ended 30th September, 2021.

Management opinion:

1) The Company took the note of the same and have started the process of filing the said retruns.

2) Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provide 45 days duration to submitt the un-audited financials; due to lack of awareness about the days variation of dates same has happned. The company took the note of the same.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

The Statutory Auditor and Secretarial Auditor of your Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

REPORT ON CORPORATE GOVERNANCE:

The Company is committed to achieve the highest standards of Corporate Governance and adheres to the Corporate Governance requirements set by the Regulators. A separate section on Corporate Governance practices followed by the Company as stipulated under Regulation 43(3) and Schedule V of the SEBI Regulations, together with a certificate from M/s. HD & Associates, a firm of Company Secretaries in Practice, confirming Compliance to the conditions as stated in Regulation 34(3) of the SEBI Regulations forms part of this Annual Report.

MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company are given in **Annexure - II** hereunder and forms part of this report.

ANNUAL RETURN:

As required under section 92(3) of the Companies Act, 2013 Rules framed thereunder and amended from time to time, the Annual Return of the Company in prescribed Form MGT-7 is available on the website of the Company i.e. www.esaar.in

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

No significant and material orders have been passed by the Regulators or Courts or Tribunals which will impact the going concern status of the Company and its future operations.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

a) In the preparation of the annual accounts for the financial year ended March 31, 2022 the applicable accounting standards have been followed.

b) Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the State of affairs of the corporation as at the end of March 31, 2022 and of the profit of the Company for the year ended on that date.

c) Proper and sufficient care to the best of their knowledge and ability 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.

d) The Annual Accounts of the Company have been prepared on going concern basis.

e) That they have laid down internal financial controls commensurate with the size of the Company and that such financial controls were adequate and were operating effectively.

f) That system to ensure compliance with the provisions of all applicable laws was in place and was adequate and operating effectively.

POSTAL BALLOT:

There was no resolution passed by Postal Ballot during the FY 2021-22.

STATUTORY DISCLOSURES:

i. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

The Company is not required to give information relating to conservation of energy and technology absorption as the Company is not engaged in any activities referred to in Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 in pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

ii. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company does not have any Foreign exchange earnings / expenses during the year under review and therefore the information in respect of Foreign Exchange Earnings and Outgo as required by Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is not provided.

iii. DEMATERIALIZATION OF EQUITY SHARES:

Equity Shares of the Company are compulsorily tradable in electronic form. As on March 31, 2022, 1,97,17,584 of the Equity Shares are held in electronic form and only 7,24,916 Equity Shares out of 2,04,42,500 Equity Shares were held in physical form.

iv. COST RECORDS AND COST AUDIT:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148 (1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

v. SECRETARIAL STANDARDS

During the Financial Year 2021-22, the Company has complied with the applicable provisions of Secretarial Standards issued by The Institute of Company Secretaries of India.

ACKNOWLEDGMENTS:

Your Directors take this opportunity to express deep and sincere gratitude to all the stakeholders of the Company for their confidence and patronage.

Your Directors wish to place on record their appreciation for the support and contribution made by the employees at all levels and also wish to thank all its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in your Company.

Last and most importantly, your directors remain extremely grateful to all the medical professionals and first-hand responders who are working tirelessly to save lives and contain the spread of the pandemic.

For and on behalf of the Board
Esaar (India) Limited

Sd/-
Shruti Rahul Joshi
Whole Time Director
DIN: 09388260

Sd/-
Raju Kishan Darade
Director
DIN: 07255522

Place: Mumbai
Date: 27.05.2022

ANNEXURE I TO DIRECTOR REPORT

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

TO,
THE MEMBERS,
ESAAR (INDIA) LTD.
SHOP NO. 06, PRATHAMESH AVENUE,
DATTA MANDIR ROAD, MALAD EAST
MUMBAI - 400097
MAHARASHTRA, INDIA

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ESAAR (INDIA) LTD formerly known as (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2022, 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.

We have examined the books, papers and minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2022, to the extent applicable provisions of:

i) The Companies Act, 2013 ("The Act") and the Rules made thereunder;

ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;

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;

v) The following Regulations and Guidelines prescribed under the Securities And Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -

- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable during the audit period)
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the audit period)
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable during the audit period)
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable during the audit period)
- The Company has complied with the requirements under the Equity Listing Agreement entered into with BSE Limited.

vi) The Management has identified and confirmed the applicable Acts, Laws and Regulations specifically applicable to the Company as specified in Annexure B.

We have also examined compliances with the applicable clauses of the following:

I. Secretarial Standards issued by The Institute of Company Secretaries of India on meetings of the Board of Directors i.e Secretarial Standards 1 and General Meetings i.e Secretarial Standards 2.

II. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards as mentioned above, subject to the following observation(s):

1. *Pursuant to the Non-Banking Financial Companies Directions, Guidelines and Circulars issued by the Reserve Bank of India. The Company is not filing the regular Returns with RBI.*
2. *In respect of the Regulation- 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding delayed approval of financial result for the Second Quarter and Half Year Ended 30th September, 2021.*

We further report that:

Following Changes were held in constitution of Board of Directors of the Company during the term of signing of this Report:

1. Mr. Vaibhav Shastri (DIN: 02136309) was appointed as an Additional Independent Director with effect from 29th April, 2021 who was further regularized dated 27th September 2021;

2. Ms. Nidhi Agarwal having Membership Number 64,761 was appointed as a Company Secretary with effect from 29th April, 2021 and she resigned from the post of Company Secretary with effect from 25th May, 2021;

3. Mrs. Shruti Joshi was appointed as a Chief Financial Officer with effect from 25th May, 2021 and was also appointed as Additional Director with effect from 16th November, 2021;

4. Mr. Raghvendra Kumar resigned from the post of Chief Financial Officer with effect from 25th May, 2021 and resigned from the post of Whole Time Director with effect from 16th November, 2021;

5. Mrs. Disha Shah having membership number 45598 was appointed as Company Secretary with effect from 13th August, 2021;

6. Mr. Raju Kishan Darade (DIN: 07255522) was appointed as an Additional Independent Director with effect from 11th October, 2021;

7. Mr. Mehulkumar Kadiya (DIN: 07591755) resigned from the post of the Director with effect from 11th October, 2021;

8. Mrs. Narmadaben Patel (DIN: 07697346) resigned from the post of Director with effect from 11th October, 2021;

except this the Board of Directors of the Company is constituted with proper balance of Executive Directors, 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 Meetings, 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.

We 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.

We further report that during the audit period:

The Company has obtained Shareholders approval in the 69th Annual General Meeting for:

I. Re-appointment of Mr. Raghvendra Kumar, Director (DIN: 08126531), who retires from office by rotation and being eligible, offers himself for appointment;

II. Appointment of Mr. Vaibhav Shastri (DIN: 02136309) as a Non- Executive, Independent Director of the Company;

III. Issuance of Equity Shares and/or equity linked securities and/or securities convertible into Equity Shares and/or conversion of debt into Equity Shares through Private Placement / Qualified Institutional Placement (QIP)or preferential allotment.

FOR HD AND ASSOCIATES

COMPANY SECRETARIES

_____

HARDIK DARJI

PRACTICING COMPANY SECRETARY

PROPRIETOR

ACS NO. 47700 C.P.NO.: 21073

FRN: S2018MH634200

PLACE: MUMBAI

DATE: 30.08.2022

UDIN: A047700D000874757

Note: This report is to be read with my letter of even date that is annexed as Annexure I and forms an integral part of this report.

'ANNEXURE A' to Secretarial Audit Report

TO
THE MEMBERS,
ESAAR (INDIA) LTD.,
SHOP NO. 06, PRATHAMESH AVENUE DATTA MANDIR ROAD,
MALAD EAST MUMBAI MUMBAI CITY MH 400097 IN.

My report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company.

   My responsibility is to express an opinion on these secretarial records based on my audit.

2. I 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-check basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Wherever required, I have obtained 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, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test-check basis.

FOR HD AND ASSOCIATES

COMPANY SECRETARIES

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HARDIK DARJI

PRACTICING COMPANY SECRETARY

PROPRIETOR

ACS NO. 47700 C.P.NO.: 21073

FRN: S2018MH634200

PLACE: MUMBAI

DATE: 30.08.2022

UDIN: A047700D000874757

ANNEXURE- B TO SECRETARIAL AUDIT

LIST OF OTHER APPLICABLE LAWS TO THE COMPANY

Under the Major Group and Head:

1	The Maternity Benefit Act, 1961;
2	The Payment of Gratuity Act, 1972;
3	The Maharashtra Shops & Establishment Act, 1972;
4	The Employee's State Insurance Act, 1948;
5	Employee's Compensation Act, 1923;
6	The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975;
7	The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
8	The Employees Provident Funds and Miscellaneous Provisions Act, 1952;
9	The Profession Tax Act, 1975;
10	The Environment (Protection) Act, 1986;
11	Water (Prevention and Control of Pollution) Act, 1974;
12	Air (Prevention and Control of Pollution) Act, 1981;
13	Environment Protection Act, 1986;
14	Maharashtra Fire Prevention & Life Safety Measures Act, 2006;
15	Income Tax Act, 1961;
16	Relevant provisions of the Service Tax and Rules and Regulations thereunder;
17	Capital Market related Laws/Rules/Regulation;
18	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

FOR HD AND ASSOCIATES

COMPANY SECRETARIES

_____

HARDIK DARJI

PRACTICING COMPANY SECRETARY

PROPRIETOR

ACS NO. 47700 C.P.NO.: 21073

FRN: S2018MH634200

PLACE: MUMBAI

DATE: 30.08.2022

UDIN: A047700D000874757

ANNEXURE II TO DIRECTOR REPORT

DISCLOSURES ON MANAGERIAL REMUNERATION

Disclosures required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) & 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. The ratio of the remuneration of each Director to the median remuneration of employees for the Financial Year:

Name of Directors	**Ratio to median remuneration**
Executive Directors	
Shruti Joshi	1.19
Non- Executive Directors	
Dipti Yelve	--
Raju Darade	--
Mehul Shah	--
Vaibhav Shastri	--

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, during the Financial Year:

Name of Directors	**% Increase in remuneration in the Financial Year**
Executive Directors	
Shruti Joshi	30
Non- Executive Directors	
Dipti Yelve	--
Raju Darade	--
Mehul Shah	--
Vaibhav Shastri	--
Key Managerial Personnel	
Shruti Rahul Joshi	30
Disha Shah	13.72

3. The percentage increase in the median remuneration of employees during the Financial Year:

Due to global pandemic company have not increased the remuneration of employees.

4. The number of permanent employees on rolls of the Company:

The Company had total 04 employees as of March 31, 2022.

5. Average percentile increase already made in 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:

Due to global pandemic company have not increased the remuneration of employees.

6. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

The Company affirms that the remuneration paid is as per the Remuneration Policy of the Company.

7. Details pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

During the year no employee was paid in excess of limit prescribed in Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

MANAGEMENT DISCUSSION ANALYSIS REPORT

Your Directors have pleasure in presenting the management discussion and analysis report for the year ended on March 31, 2022. The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward-looking statements expressed in this report consequent to new information or developments, events or otherwise.

The Management of the Company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the Company and its outlook for the future. This outlook is based on Management's own assessment and it may vary due to future economic and other future developments in the country.

THE COVID-19 PANDEMIC AND LOCKDOWN

The COVID-19 pandemic has spread across the world — leading to well above 4.7 million confirmed infections, over 315,000 deaths, enormous human suffering and a full stop on virtually all commercial and economic activities. Even India, apparently relatively fortunate up to now, has had 101,139 confirmed cases and 3,163 deaths as per COVID-19 Situation Report–120 of World Health Organization (WHO) dated 19 May 2020. With lockdowns spreading across countries accounting for over 50% of the world's gross domestic product (GDP), COVID-19 has caused disruptions on an unimaginable scale. Nobody really knows how long the pandemic will last; whether it will increase in the winter of 2020-21 and if so how, and what will be its final toll on lives and livelihood. With the impact of this pandemic still to play out, the scenario of eerily empty high streets, shut factories and stores, and literally millions being rendered unemployed together point to a single outcome — extreme stress for the global economy of the kind not seen since the Great Depression.

In India too, which implemented a lockdown since 25 March 2020, the pandemic has created shocks ripping through society and the world of business. Outlook for the current financial year continues to remain uncertain, with the COVID-19 situation evolving each day. Apart from agriculture and related activities, most other sectors of the economy have been adversely impacted by the pandemic and are expected to show de-growth. India's GDP growth for FY 21 is now projected to reduce significantly as compared to pre-COVID projections of around 5%.

IMPACT OF COVID

In accordance with the board approved moratorium policy read with the Reserve Bank of India (RBI) guidelines dated March 27, 2020 and April 17, 2020 relating to 'COVID-19 - Regulatory Package', the Company has granted moratorium up to three months on the payment of installments falling due between March 1, 2020 and May 31, 2020 to all eligible borrowers. In respect of accounts overdue but standard at 29 February 2020 where moratorium benefit has been granted, the staging of those accounts at 31 March 2020 is based on the days past due status as on 29 February 2020. Based on an assessment by the Company, this relaxation has not been deemed to be automatically triggering significant increase in credit risk. The Company continues to recognize interest income during the moratorium period and in the absence of other credit risk indicators, the granting of a moratorium period does not result in accounts becoming past due and automatically triggering Stage 2 or Stage 3 classification criteria.

The impact of COVID-19 on the global economy and how governments, businesses and consumers respond is uncertain. This uncertainty is reflected in the Company's assessment of impairment loss allowance on its loans which are subject to a number of management judgments and estimates. In relation to COVID-19, judgments and assumptions include the extent and duration of the pandemic, the impacts of actions of governments and other authorities, and the responses of businesses and consumers in different industries, along with the associated impact on the global economy. While the

methodologies and assumptions applied in the impairment loss allowance calculations remained unchanged from those applied while preparing the financial results for the period ended December 2019, the Company has separately incorporated estimates, assumptions and judgments specific to the impact of the COVID-19 pandemic and the associated support packages in the measurement of impairment loss allowance and the total provision recognized in the last quarter is Rs. 281.53 lakhs in the Standalone statement of profit and loss. The Company's impairment loss allowance estimates are inherently uncertain and, as a result, actual results may differ from these estimates.

GLOBAL ECONOMIC OUTLOOK

Considerable worsening of key demand indicators are seen in the outlook for Q1 of 2021-22. Apart from the continuing resilience of agriculture and allied activities, most other sectors of the Indian economy will be adversely impacted by the pandemic. From the data published by the government on the COVID-19 infections, patient recovery, spread and deaths, perhaps, the spread and death toll of the pandemic in India would not be as severe as USA and European nations

The Reserve Bank of India expects that the credit growth is likely to remain modest, reflecting weak demand and risk aversion. Going forward, liquidity conditions would be managed under the revised liquidity management framework, consistent with the accommodative stance of monetary policy as long as necessary to revive growth and mitigate the impact of the pandemic, while ensuring that inflation remains within the target. Better transmission of monetary policy impulses to the credit market would remain a priority of RBI.

NBFC INDUSTRY

The NBFC sector is expected to remain at the forefront and drive new credit disbursals for India's underserved retail and MSME space. In the last five years the lending book of NBFCs has grown nearly by 18% due to a deep understanding of target consumer segments, technological advancements, lean cost structures and differential business model to reach credit-starved customer segments.

The year 2021 was a year of crisis for some of the NBFCs. To occupy the space vacated by Public Sector Banks (PSBs), certain NBFCs went into a frenzy of credit expansions without considering the asset-liability scenario. This resulted in huge defaults on the part of such companies and intensified fears that the funding cost for NBFCs will zoom and result in a sharp deterioration of their margins.

However, the government took several quick measures not letting this crisis turn into a contagion and spilling over to other sectors. These measures included altering operating mechanism and making relevant changes in the risk management framework. Though the outlook for NBFCs for 2019 seems weak, a gradual improvement in the liquidity situation indicates that there could be a stabilization in the coming days.

OPPOURTUNITIES & THREATS

The growth of the Company is subject to opportunities and threats as are applicable to the industry from time to time. The Company has risk management policy in place for risk assessment and treatment of the same. The company does not foresee any major threats to its growth and market share in the coming years. The existing capacity should take care of the company's requirement at least for the next four to five years.

RISK & CONCERN

The Company is mainly exposed to market risk (including liquidity risk), interest risk and credit risk. While risk is an inherent aspect of any business, the Company is conscious of the need to have an effective monitoring mechanism and has put in place appropriate measures for its mitigation including business portfolio risk, financial risk, legal risk and internal process risk.

INTERNAL CONTROL SYSTEM

The Company has a sound internal control system. All transactions are subject to proper scrutiny. The Management takes immediate corrective action wherever it is being pointed out to help streamline the internal control process.

HUMAN RESOURCES

The Company enjoys cordial relations with its work force across all categories.

DISCLOSURES

During the year the Company has not entered into any transaction of material nature with its promoters, the directors or the management, their subsidiaries or relatives etc., if an, that may have potential conflict with the interest of the Company at large. All details of transaction covered under related party transaction are given in the notes to account.

CAUTIONARY STATEMENT

Statement made herein describing the Company's expectations is "forward looking statement." The actual results may differ from those expected or predicted since the Company's operations are influenced by many external factors which are beyond the control of the Company. Prime factors that may make difference to the Company's performance include market conditions, economic conditions, Government regulations and Tax Laws, Political situation etc over which the Company does not have any direct control.

For and on behalf of the Board
Esaar (India) Limited

Sd
Shruti Rahul Joshi
Whole Time Director
DIN: 09388260

Sd/-
Raju Kishan Darade
Director
DIN: 07255522

Place: Mumbai
Date: 27.05.2022

CORPORATE GOVERNANCE REPORT

The report on Corporate Governance is prepared for the financial year ended March 31, 2022 on the compliance by the Company with the Corporate Governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'):

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Company's philosophy on Corporate Governance is based on holistic approach not only towards its own growth but also towards maximization of benefits to the shareholders, employees, customers, government and also the general public at large. Transparency and accountability are the fundamental principles of sound Corporate Governance, which ensures that the organization is managed and monitored in a responsible manner for creating and sharing stakeholder's value.

The Corporate Governance framework ensures timely disclosure and share accurate information regarding the Company's financials and performance as well as its leadership and governance.

The Company is committed to good Corporate Governance and its adherence best practice at all times and its philosophy is based on five basic elements namely, Board's accountability, value creation, strategic-guidance, transparency and equitable treatment to all stakeholders.

BOARD OF DIRECTORS

Composition and category of directors:

As on March 31, 2022, the Company has five Directors comprising three Non-Executive Directors, One Executive Director and one Non-executive, Non-Independent director. The Composition of the Board is in conformity with Regulation 17 of the Listing Regulations read with Section 149 of the Companies Act, 2013 and other applicable regulatory requirements. There are no nominee directors representing any institution on the Board of the company.

None of the Directors on the Board:

- Holds directorships in more than ten Public Limited Companies;
- Serves as Director or as an Independent Directors ("ID") in more than seven listed companies; and
- The Executive Directors serves as IDs in more than three listed companies;
- Is a member of more than ten committees and / or Chairman of more than five committees.

Committees include Audit Committee & Stakeholders Relationship Committee as per Regulation 26(1)(b) of the SEBI Regulations. The necessary disclosures regarding committee positions have been made by the Directors.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Regulations read with Section 149(6) of the Companies Act, 2013 and rules framed there under. All the Independent Directors have confirmed that they met the criteria as mentioned under Regulation 16(1)(b) and Regulation 25 of the SEBI Regulations read with Section 149(6) of the Companies Act, 2013. Further, the Independent Directors have included their names in data bank of the Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with relevant rules.

Inter-se relationship of Directors:

None of the directors have any inter–se relationship.

Composition of Board:

The names and categories of the Directors on the Board, their number of Directorships and Committee Chairmanships / Memberships held by them in other Public Limited Companies as on March 31, 2022 are given below. Other Directorships does not include Directorships, Committee Chairmanships / Memberships of Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

The Chairmanships / Memberships of Board Committees shall include Audit Committee and Stakeholder's Relationship Committee in Other Public Limited Companies.

Sr. No.	Name of Directors	No. of Directorships in other Public Limited Entities	No. of Committee Positions in Other Public Limited Entities		No. of Directorships in Other Listed Entities	
			Chairman	Member	Name of listed entities	Category of directorship
1	Raghvendra Kumar*	--	--	--	--	--
2	Dipti Yelve Shashank	--	--	--	--	--
3	Mehulkumar Kadiya*	1	--	1	Prismx Global Ventures Limited	Non-Executive - Independent Director
4	Narmadaben Patel*	1	--	1	Prismx Global Ventures Limited	Non-Executive - Independent Director
5	Mehul Shah	--	--	--	--	--
6	Vaibhav Shastri	--	--	--	--	--
7	Shruti Joshi*	--	--	--	--	--

Note:

* During the year Mr. Vaibhav Shastri was appointed as additional director w.e.f April 29, 2021.

Mr. Mehulkumar Kadiya and Mrs. Narmadaben Patel has resigned from the directorship and Mr. Raju Darade was appointed as additional director w.e.f October 11, 2021.

Mr. Raghvendra Kumar has resigned and Mrs. Shruti Joshi has appointed as director w.e.f November 16, 2021.

Appointment / Re-appointment of Director:

As required under Regulations 26(4) and 36(3) of the SEBI Regulations and Secretarial Standard - 2, particulars of the Directors seeking appointment / re-appointment are given in the Explanatory Statement to the Notice of the AGM.

During the year, the Company has appointed Mr. Vaibhav Shastri (DIN: 02136309) as an Independent, Non-Executive Director of the Company w.e.f April 29, 2021, Mr. Mr. Raju Darade (DIN: 07255522) as an Independent, Non-Executive Director of the Company w.e.f October 11, 2021 and Mrs. Shruti Joshi (DIN: 09388260) was appointed as Whole Time Director w.e.f November 16, 2021.

Independent Director:

Formal letters of appointment have been issued to the Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website http://esaar.in/inv.html

The details of the familiarisation programme of the Independent Directors are available on the Company's website http://esaar.in/inv.html

During the year, one meeting of the Independent Directors was held on June 30, 2021. All the Independent Directors attended the meeting.

Non-Executive Directors do not hold any equity shares of the Company.

The Board of Directors confirm that the Independent Directors fulfil the conditions specified in the Act and Listing Regulations and are independent of management.

Board Meetings & Attendance of Directors:

The Board meets at regular intervals to discuss and decide on business policies and review the financial performance of the Company.

The Board of Directors met 8 times during the Financial Year 2021-22 and the gap between two meetings did not exceed 120 days. The necessary quorum was present for all the Board meetings. Board Meetings were held on April 29, 2021, May 12, 2021, May 25, 2021, July 01, 2021, August 13, 2021, October 11, 2021, November 15, 2021, January 09, 2022, February 01, 2022 and February 13, 2022.

Details of Directors attendance at Board Meetings and at the last Annual General Meeting (AGM) held on September 27, 2021 are given in the following table:

Name of Director	Board Meetings		Attended Last AGM
	Held during their tenure	Attended	
Mr. Raghvendra Kumar	8	7	Yes
Mr. Mehul kumar Kadiya	8	4	No
Ms. Narmadaben Patel	8	NIL	No
Mrs. Dipti Yelve	8	8	Yes
Mr. Mehul Shah	8	8	Yes
Mr. Vaibhav Shastri	8	7	Yes
Mr. Raju Darade	8	2	NA
Mrs. Shruti Joshi	8	1	Yes

Note:

* During the year Mr. Vaibhav Shastri was appointed as additional director w.e.f April 29, 2021.

Mr. Mehulkumar Kadiya and Mrs. Narmadaben Patel has resigned from the directorship and Mr. Raju Darade was appointed as additional director w.e.f October 11, 2021.

Mr. Raghvendra Kumar has resigned and Mrs. Shruti Joshi has appointed as director w.e.f November 16, 2021.

Shareholding or convertible instruments held by Non-Executive Directors:

None of the Non-Executive Directors holds any shares or convertible instruments as on March 31, 2022.

Directors Profile

A brief resume of Directors, nature of their expertise and experience and other details are provided in the Annual Report.

The following is the list of core skills/expertise/ competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board:

Knowledge:

a. Industry knowledge/experience & technical expertise;
b. Understanding methods of strategic analysis, Company's strategic objectives, and changes of relevance to the Company's strategy and future direction;
c. Corporate Governance: Understanding the roles and responsibilities of a Board member within the larger governance framework;
d. Risk: Knowledge and experience of risk management models.

Skills:

a. Strategic thinking and decision making
b. Interpersonal skills;
c. Leadership;
d. Analysis and Reporting;
e. Ability to determine appropriate levels of remuneration of Executive Directors, KMPs and play a prime role in appointing and where necessary recommending, removal of Executive Directors and KMPs
f. Ability to oversee strategic human resource management.

Mind-Set:

a. Ethics
b. Commitment;
c. Instinct & Business Acumen;
d. Independent and Awareness (self and other) – ability to display independence by willing to take an independent stance in the face of dissenting views.

Role of Non-Executive / Independent Directors:

Non-Executive / Independent Directors play a key role in the decision-making process of the Board and in shaping various strategic initiatives of the Company. These Directors are committed to act in what they believe to be in the best interests of the Company and its stakeholders. These Directors are professionals, with expertise and experience in general corporate management, corporate laws, finance and other allied fields. This wide knowledge of their respective fields of expertise and best-in-class boardroom practices helps foster varied, unbiased, independent and experienced perspective. The Company benefits immensely from their inputs in achieving its strategic direction.

An Independent Director is the Chairman of the Audit Committee, the Nomination & Remuneration Committee and of the Stakeholders Relationship Committee.

Board Evaluation

The criteria for performance evaluation are determined by the Nomination and Remuneration Committee. The performance evaluations cover the areas relevant to the functioning for Independent Directors such as preparation, participation, conduct and effectiveness.

The performance evaluation of the Chairman, Independent Directors, Executive Directors and Board as a whole was done by the entire Board of Directors and in the evaluation, the respective Directors who was subject to evaluation, did not participated.

STATUTORY BOARD COMMITTEES

A. Audit Committee

I. Constitution of Committee

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI Regulations read with Section 177 of the Companies Act, 2013.

II. Composition and Attendance of the members of the Audit Committee:

The Composition of the Audit Committee and details of meetings attended by its members during the year is as under:

Name	Designation	No. of meetings attended
Mrs. Dipti Yelve	Chairman	5
Mr. Raghvendra Kumar	Member	4
Mr. Mehul Kumar Kadiya	Member	1
Mr. Raju Darade	Member	2
Mrs. Shruti Joshi	Member	1

The Audit Committee met 5 times during the Financial Year 2021-22 and the gap between the two Meetings did not exceed 120 days. The necessary quorum was present for all the Meetings. Audit Committee Meetings were held on May 25, 2021, June 30, 2021, August 13, 2021, November 11, 2021, and February 08, 2022.

The Meetings of the Audit Committee are usually attended by the Chief Financial Officer, the Company Secretary and a representative of Internal Auditor and Statutory Auditor.

The Business Operation Heads are invited to the Meetings, as and when required. The Company Secretary acts as the secretary to the Committee.

The Chairman of the Audit Committee, Mrs. Dipti Yelve was present at the 69th Annual General Meeting of the Company held on September 27, 2021.

III. Terms of reference

The terms of reference of the Audit Committee are aligned with the terms of reference provided under section 177(4) of the Companies Act, 2013 and Part C of Schedule II of the Listing Regulations.

B. Nomination & Remuneration Committee

I. Constitution of Committee

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of the SEBI Regulations read with Section 178 of the Companies Act, 2013.

II. Composition and Attendance of the members of the Nomination and Remuneration Committee:

The Composition of the Nomination and Remuneration Committee and details of meetings attended by its members during the year is as under:

Name	Designation	No. of meetings attended
Mrs. Dipti Yelve	Chairman	4
Mr. Mehul Kumar Kadiya	Member	3
Mr. Mehul Shah	Member	4
Mr. Raju Darade	Member	1

The Nomination and Remuneration Committee met four during the Financial Year 2021-22 i.e on April 29, 2021, May 25, 2021, October 11, 2021 and November 15, 2021. The necessary quorum was present for both the meetings.

The Chairman of the Nomination & Remuneration Committee, Mrs. Dipti Yelve was present at the 69th Annual General Meeting of the Company held on September 27, 2021.

III. Terms of reference

The terms of reference of the NRC are aligned with the terms of reference provided under section 178 of the Companies Act, 2013 and Para A of Part D of Schedule II of the Listing Regulations.

IV. Performance evaluation Criteria for Independent Directors

Performance Evaluation of all Directors (Including Independent Directors) is undertaken on the basis of a structured questionnaire.

V. Director's Remuneration

The details of sitting fees/remuneration paid to Directors during the FY 2021-22, are as under:

(Amt in Lacs)

Sr No.	Name and designation	Sitting Fees for attending Board & Committee Meetings	Salary & Perquisites	Incentive/ Bonus	Total
1.	Mr. Raghvendra Kumar- Whole Time Director	-	1.14	-	-
2.	Mrs. Shruti Joshi Chief Financial officer & Whole Time Director	-	3.94	-	-

C. Stakeholder Relationship Committee

I. Constitution of Committee, Meetings held and attendance

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of Regulation 20 of the SEBI Regulations read with Section 178 of the Companies Act, 2013.

II. Composition and Attendance of the members of the Stakeholders' Relationship Committee:

The Composition of the Stakeholders' Relationship Committee and details of Meetings attended by its members during the year is as under:

Name	Designation	Attended
Mrs. Dipti Yelve	Chairman	1
Mr. Raghvendra Kumar	Member	0
Mrs. Shruti Joshi	Member	1
Mr. Mehul Shah	Member	1

The Stakeholders' Relationship Committee met once during the Financial Year 2021-22. The necessary quorum was present for all the Meetings. Stakeholders Relationship Committee Meetings were held on May 25, 2021.

The Chairman of the Stakeholder Relationship Committee, Mrs. Dipti Yelve was present at the 69th Annual General Meeting of the Company held on September 27, 2021.

III. Terms of reference

The terms of reference of the SRC are aligned with the terms of reference provided under section 178 of the Companies Act, 2013 and Para B of Part D of Schedule II of the Listing Regulations.

IV. Stakeholders Grievance Redressal

During the year under review no compliant were received by the Company. There was no outstanding complaint as on 31st March, 2022. No requests for transfer and for Dematerialization were pending for approval as on 31st March, 2022.

The Registrar and Share Transfer Agents (RTA), M/s. Purva Sharegistry (India) Pvt Ltd attends to all grievances of shareholders received directly or through SEBI, Stock Exchanges or the Ministry of Corporate Affairs. Most of the grievances /correspondences are attended within a period of 7 days from the date of receipt of such grievances.

The Company maintains continuous interaction with the RTA and takes proactive steps and actions for resolving shareholder complaints / queries.

V. Compliance Officer

Ms. Disha Shah
Company Secretary & Compliance Officer
101, 1st Floor, Western Edge I,
Western Express Highway,
Borivali (East), Mumbai - 66
email id: esaarindialtd@gmail.com

VI. Investor Grievance Redressal

The status of investor complaints is monitored by the SRC periodically and reported to the Board.

The complaints received from the shareholders, regulators, stock exchanges are reviewed and they are expeditiously attended to by the Registrar and Share Transfer Agents.

GENERAL BODY MEETINGS

Details of the Annual General Meetings held during the preceding three years and Special Resolutions passed thereat are given below:

Sr. No.	Date & Time of meeting	Venue	Details of Special Resolution passed
69th AGM	27/09/2021 12.00 Noon	Through Video Conference/ Audio Visual means	• To appoint Mr. Vaibhav Shastri (DIN: 02136309) as a Non-Executive, Independent Director of the Company • To take a note on the Special Resolution passed through Postal Ballot on November 21, 2020 for the Reduction of Equity Share Capital of the Company along with observation letter received from BSE Ltd • Issuance of equity shares, and/or equity linked securities and/or securities convertible into equity shares and/or conversion of debt into equity shares through Private Placement/Qualified Institutional Placement (QIP) or preferential allotment.
68th AGM	29/09/2020 10.00 A.M.	Through Video Conference/ Audio Visual means	To appoint Mr. Mehul Shah (DIN: 00338356) as a Non-Executive, Independent Director,
67th AGM	30/09/2019 10 A.M.	204 B-Wing, New Prabhat SRA CHS LTD, Chikuwadi, Plot-115, Next to Bisleri Factory, W. E, Highway Andheri East Mumbai 400099	-

Extra Ordinary General Meeting:

During the year, the Company did not hold any Extra Ordinary General Meeting.

Postal Ballot

During the year, no resolution was passed by postal ballot. Further, no special resolution is being proposed to be passed through Postal Ballot at the ensuing Annual General Meeting.

MEANS OF COMMUNICATION

The Company recognizes the importance of two-way communication with shareholders and of giving a balanced reporting of results and progress and responds to questions and issues raised in a timely and consistent manner.

Shareholders seeking information may contact the Company directly throughout the year. They also have an opportunity to ask questions in person at the Annual General Meeting. Some of the modes of communication are mentioned below:

Quarterly Results

The approved financial results are forthwith sent to the Stock Exchanges where the shares are listed and are displayed on the Company's website http://esaar.in/inv.html and are published in Financial Express (English) and Mumbai Lakshadweep (Marathi), within forty-eight hours of approval thereof.

Website

All the information and relevant policies to be provided under applicable regulatory requirements are available on the website of the company http://esaar.in/inv.html in a user-friendly form.

Designated Email ID:

The Investors can register their grievances and complaints on the email id of the company esaarindialtd@gmail.com. This email id is displayed on the company's website http://esaar.in/inv.html

SEBI Complaints Redressal System (SCORES)

SCORES is a system implemented by SEBI which enables investors to lodge their complaints electronically on the SEBI website. The investor complaints are processed in a centralized web-based complaints Redressal system. The salient features of this system are centralized database of all complaints, online uploading of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

BSE Corporate Compliance & Listing Centre (BSE Listing Centre)

BSE Listing Centre is web-based application systems for enabling corporate to undertake electronic filing of various periodic compliance related filings like shareholding pattern, results, press releases, etc.

COMPLIANCE CERTIFICATE

The Company has complied with the mandatory requirements as stipulated under the Listing Regulations. The Company has submitted the quarterly compliance report on corporate governance to the stock exchanges within the prescribed time limit.

Mr. Hardik Darji, Practicing Company Secretaries, have certified that the Company has complied with the mandatory requirements as stipulated under the Listing Regulations.

Mr. Hardik Darji, Practicing Company Secretaries, have certified that none of the Directors on the Board of the Company have been debarred or disqualified, from being appointed or continuing as Directors of Companies, by the Board / Ministry of Corporate Affairs or any such statutory authority.

These certificates are annexed to the Corporate Governance Report and will be submitted to the stock exchanges and the Ministry of Corporate Affairs along with the Annual Report.

MD AND CFO CERTIFICATION

Whole Time Director of the Company have issued a certificate in terms of Regulation 17(8) of the Listing Regulations, certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. They also certify the accuracy of the quarterly financial results while placing results before the Board.

GENERAL INFORMATION FOR SHAREHOLDERS

a)	**Annual General Meeting**	**Saturday, September 24, 2022 at 10.00 AM through Video Conference / Other Audio-Visual Means**
b)	**Financial Year of the Company** The financial Year of the Company is from April 1st to March 31st Tentative Schedule for financial Year 2022-23 1st Quarter ending June 30, 2022 2nd Quarter ending September 30, 2022 3rd Quarter ending December 31, 2022 Annual Result for the year ended March 31, 2023	 Declared on 10th August, 2022 To be Declared on 21st November, 2022 To be Declared on 14th February, 2023 To be Declared on 29th May, 2023
c)	**Registered Office**	Shop 06, Prathamesh Avenue, Datta Mandir Road, Malad East, Mumbai - 400097
d)	**Address for correspondence with the company**	101, Western Edge I, Kanakia Spaces, Western Express Highway, Borivali (East) Mumbai 400066| Tel: 022-40676000
e)	**Dividend Payment Date**	Not Applicable as the Board has not recommended any dividend
f)	**Name of stock exchange at which the Equity Shares of the company are listed**	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 Listing fees for the FY 2021-22 have is pending for payment to the stock exchanges on which the shares of the company are listed.
g)	**Stock Code**	Scrip Code: 531502 | ISIN: INE404L01021
h)	**Registrar & Share Transfer Agents**	M/s. Purva Sharegistry (India) Pvt Ltd 9 Shiv Shakti Industrial Estate, J R Boricha Marg. Opp. LodhaExcelus, Lower Parel (East), Mumbai – 4000011 Tel: 022- 23012518| Fax: 022-23012517 | Email: support@purvashare.com

Share Transfer System

For administrative convenience and to facilitate speedy approvals, authority has been delegated to the Share Transfer Agents (RTA) to approve share transfers. Share transfers / transmissions approved by the RTA and/or the authorized executives are placed at the Board Meeting from time to time. In case of shares in electronic form, the transfers are processed by NSDL / CDSL through respective Depository Participants.

In case of shares held in physical form, all transfers are completed within 15 days from the date of receipt of complete documents. As at 31st March, 2022 there were no Equity Shares pending for transfer. Also, there were no Demat requests pending as on 31st March, 2022.

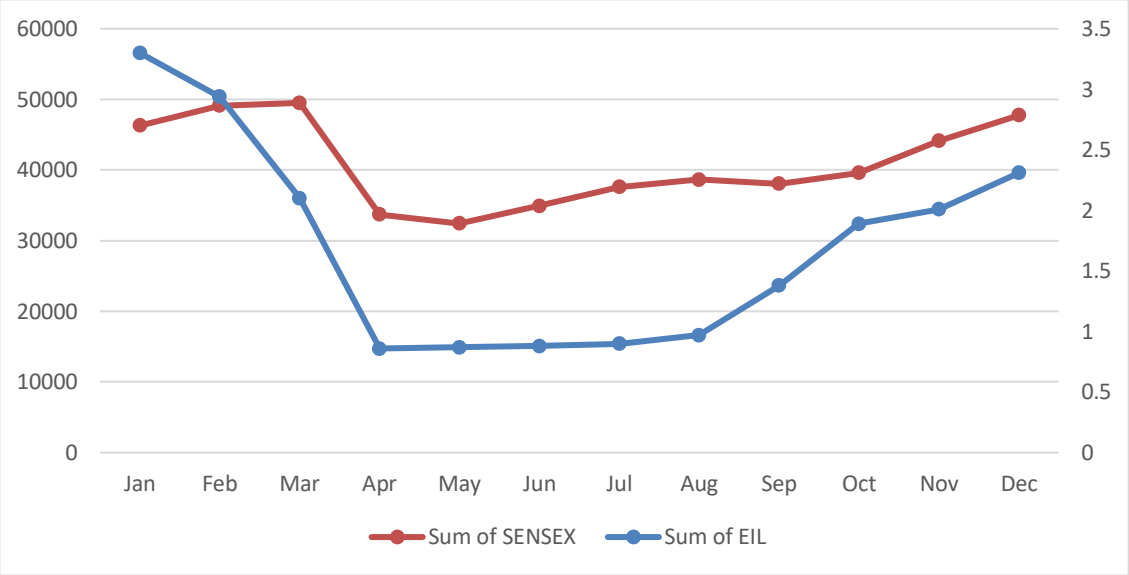
The Company obtains from a Company Secretary in Practice, half-yearly certificate of compliance with the share transfer and other formalities as required under Regulation 40 of the Listing Regulations and files a copy of the certificate with the Stock Exchanges.

Stock Market data

The monthly 'high' and 'low' closing prices of the shares traded during the period from April, 2020 to March, 2021 on BSE are given below:

Month	High	Low	Close	No. of

				shares
April – 21	2.06	1.72	1.72	4,34,191
May – 21	1.83	1.46	1.83	4,82,198
June – 21	2.68	1.86	2.68	3,92,560
July – 21	3.51	2.73	3.08	4,00,170
August – 21	3.02	2.56	2.83	5,19,314
September – 21	3	2.63	2.86	4,83,330
October – 21	3.21	2.89	3.04	6,79,694
November – 21	3.51	3.05	3.39	5,58,575
December – 21	4.65	3.3	4.65	4,76,062
January – 22	6.3	4.74	5.61	6,39,772
February – 22	5.5	3.83	3.84	4,85,898
March - 22	4.89	3.71	4.8	9,18,472



Distribution of Shareholding as on 31st March, 2022

No. of shares held	No. of shareholders	% of total shareholders	In Rs.	% of total shares
Up to 5000	7568	95.62	2,67,02,340	13.06
5,001 – 10,000	116	1.47	87,02,110	4.26
10,001 – 20,000	80	1.01	1,16,26,690	5.69
20,001 – 30,000	41	0.52	1,03,27,570	5.05
30,001 – 40,000	20	0.25	70,67,360	3.46
40,001 – 50,000	12	0.15	54,20,380	2.65
50,001 – 60,000	8	0.1	42,74,850	2.09
60,001 – 70,000	6	0.08	37,81,000	1.85
70,001 – 80,000	8	0.1	60,49,560	2.96
80,001 – 90,000	4	0.05	34,69,220	1.7
90,001 – 1,00,000	11	0.14	1,05,82,830	5.18
1,00,001 and above	41	0.52	10,64,21,090	52.06
TOTAL	**7,915**	**100.00**	**20,44,25,000**	**100**

Shareholding Pattern (Category wise) as on 31st March, 2022

Sr. No	Category of Shareholders	Total Holding	% of Total Holding
1	Resident Individuals	1,51,36,296	74.04
2	Bodies Corporate	23,34,647	11.42
3	Clearing Members	5,49,182	2.69
4	Promoter	6,34,688	3.10
5	Non-Resident Indian	48,310	0.24
6	Hindu Undivided Family (HUF)	16,39,377	8.02
7	Trust	1,00,000	0.49
	Total	**2,04,42,500**	**100**

Code of Conduct

The Board has laid down a Code of Conduct and Ethics for the Members of the Board and Senior Management Personnel of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year 2021-22.

Compliance with the Code of Business Conduct and Ethics As provided under Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Esaar India Limited Code of Business Conduct and Ethics for the year ended March 31, 2022.

Copies of the aforementioned Codes have been put on the Company's website and can be accessed at http://esaar.in/inv.html.

OTHER DISCLOSURES

- All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year 2021-22 were undertaken in compliance with the aforesaid regulatory provisions;
- There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company;
- The Board has approved a policy for related party transactions which has been uploaded on the website of the company www.esaar.in
- The register of contracts is placed before the Board/Audit Committee regularly.
- There has been no non- compliance by the company on any matter related to capital markets. Hence, the question of penalties or strictures being imposed by SEBI or Stock Exchange or any other regulatory authority does not arise.
- The Company has not raised any funds through preferential allotment or qualified institutions placement.
- The Board of Directors confirm that they have accepted all the recommendations received from all its Committees.
- No securities of the Company have been suspended during the year.
- A total fee of Rs. 2,00,000/- was paid by the Company for all the services availed from Statutory Auditors and all entities in the network firm / network entity of which they are part.
- The Company has adopted Policy on Prevention of Sexual Harassment at Work Place as required by The Sexual Harassment of Women at the Workplace (Preservation, Prohibition & Redressal) Act, 2013. The Company has not received any complaints during the FY 2021-22. The said policy has been put on the Company's website viz. http://esaar.in/inv.html.
- M/s. HD & Associates, Practicing Company Secretaries have conducted Secretarial Audit of the Company for the Financial Year 2021-22. The Secretarial Audit Report forms part of the Director's Report.

- A certificate has been received from M/s. HD & Associates, Practising Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.
- The Company has paid Annual Listing Fees for the Financial Year 2021-2022.
- The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence as on March 31, 2022, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

Dematerialization of shares and liquidity:

The Company's shares are compulsorily traded in Dematerialized form and are available for trading on both the depositories, viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

Vigil Mechanism / Whistle Blower Policy for Directors and Employees

The Company has established a Vigil Mechanism, which includes a Whistle Blower Policy, for its Directors and Employees, to provide a framework to facilitate responsible and secure reporting of concerns of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics. The details of establishment of Vigil Mechanism/Whistle Blower Policy are posted on the website of the Company and the web link to the same is http://esaar.in/inv.html. No Director/ Employee have been denied access to the Audit Committee.

Details of Subsidiary and Associate Companies:

The Company does not have any Subsidiary and Associate Companies as on 31st March, 2022.

Policy Determining Material Subsidiaries and Related Party Transactions:

The Company has adopted the policy on determining material subsidiaries and Policy on dealing with related party transactions are hosted on website of Company at http://esaar.in/inv.html

Disclosure on Material Related Party Transactions

All material transactions entered into with related parties as defined under the Act and Regulation 23(1) of the SEBI (LODR) Regulations 2015 during the financial year 2021-22 were in the ordinary course of business. No materially significant related party transactions have been entered into during financial year 2021-22 having potential conflict with the interest of the Company at large.

A list of related parties as per the Accounting Standard 18 and the transactions entered into with them in prescribed Form AOC-2 is given separately in this Annual Report under 'Annexure III' of the Board Report as well as in the Notes to Accounts annexed to the Balance Sheet as at 31st March 2022 and Statement of Profit & Loss of the Company for the Financial Year ended on that date.

The Company's Policy on materiality of related party transactions is hosted on website at http://esaar.in/inv.html

Credit Rating:

During the year Company has not obtained credit rating from any of credit rating agency.

Plant Location:

The Company does not have any plant locations.

Compliance with Mandatory Requirements and adoption of Non-Mandatory Requirements

The Company has complied with all mandatory requirements of the Listing Regulations. The Company has adopted the following non-mandatory requirements of Regulation 27(1) read with Part E of Schedule II of the Listing Regulations:

(a) Modified opinion(s) in audit report: The Company is in the regime of financial statements with modified audit opinion.

(b) Reporting of Internal Auditor: The Internal Auditor reports directly to the Audit Committee.

Disclosures of compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations:

Sr. No.	**Particulars**	**Regulation**	**Compliance status Yes/No/N.A.**	**Compliance observed for following:**
1	Board of Directors	17	Yes	• Board Composition • Meeting of Board of Directors • Review of compliance reports • Plans for orderly succession for appointments • Code of Conduct or all members of board of directors and senior management • Fees / compensation • Minimum information to be placed before the Board • Compliance Certificate • Risk Assessment & Management • Performance Evaluation of Independent Directors
2	Audit Committee	18	Yes	• Composition • Meeting of Audit Committee • Role of Audit Committee and review of information by the Committee
3	Nomination & Remuneration Committee	19	Yes	• Composition • Role of the Committee • Meeting of Nomination & Remuneration Committee • Role of Nomination & Remuneration Committee
4	Stakeholders Relationship Committee	20	Yes	• Composition • Role of the Committee • Meeting of Stakeholders Relationship Committee • Role of Stakeholders Relationship Committee
5	Risk Management Committee	21	NA	• The Company is not in the list of top 500 listed entities by market capitalization
6	Vigil Mechanism	22	Yes	• Formulation of Vigil Mechanism for Directors and employees • Direct access to Chairperson of Audit Committee
7	Related Party Transactions	23	Yes	• Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions • Related Party Transactions of the Company are pursuant to contracts duly approved by the Audit Committee, Board of Directors and Shareholders of the Company • Review of transactions pursuant to aforesaid contract

8	Corporate Governance requirements with respect to subsidiary of listed entity	24	NA	• The Company does not have any subsidiary
9	Obligations with respect to Independent Directors	25	Yes	• Maximum Directorship and Tenure • Meeting of Independent Directors • Familiarization of Independent Director
10	Obligations with respect to employees including senior management, key managerial persons, directors and promoters	26	Yes	• Memberships/Chairmanships in Committees • Affirmation with compliance to Code of Business Conduct and Ethics from Directors and Management Personnel • Disclosure of shareholding by Non-executive Directors • Disclosures by Senior Management about potential conflicts of interest • There is no agreement entered by the employees or KMP with regard to compensation or profit sharing in connection with dealings in the securities of Company
11	Other Corporate Governance requirements	27	Yes	• Compliance with discretionary requirements • Filing of quarterly compliance report on Corporate Governance
12	Website	46(2)(b) to (i)	Yes	• Terms and conditions of appointment of Independent Directors • Composition of various Committees of Board of Directors • Code of Business Conduct and Ethics for Directors and Management Personnel • Details of establishment of Vigil Mechanism/ Whistle Blower Policy • Policy on dealing with Related Party Transactions • Policy for determining material subsidiary • Details of familiarization programmes imparted to Independent Directors

Annual Secretarial Compliance Report:

Pursuant to the SEBI circular no. CIR/CFD/ CMD1/27/2019 dated February 8, 2019, the Company has obtained an Annual Secretarial Compliance Report from M/s. Mamta Devpura & Associates (Membership No.; A51792), Practicing Company Secretary, confirming compliance of SEBI Regulations / Circulars / Guidelines issued thereunder and applicable to the Company. The management response to a qualification in the report has been provided in the Directors' Report.

DECLARATION PURSUANT TO REGULATION 26(3) OF THE SEBI REGULATIONS:

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors.

I, Mrs. Shruti Rahul Joshi as Whole-Time director of the Company, hereby confirm that, the Company has in respect of the year ended March 31, 2022, received from the Senior Management and Board of Directors of the Company a declaration of compliance with the code of conduct as applicable to them.

For & on behalf of the board
For Esaar (India) Limited

Sd/-
Shruti Joshi
(Director)
(DIN: 09388260)

Place: Mumbai
Date: 27/05/2022

CEO/CFO COMPLIANCE CERTIFICATION

Compliance Certificate under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015

I, Ms. Shruti Joshi Director and Chief Financial Officer do hereby certify to the Board that in respect to the Financial Year ended on March 31, 2022.

1. We have reviewed the Financial Statements, read with the Cash Flow Statement of the Company and to the best of our knowledge and belief, we state that:

a. these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;

b. 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.

2. There are, to the best of our 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.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Statutory Auditor and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4. We have indicated to the Statutory Auditor and the Audit Committee –

a. significant changes in internal control over financial reporting during the year, if any;

b. significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and

c. instances of significant fraud of which we have 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.

Shruti Joshi
Whole-time Director & Chief Financial Officer
(DIN: 09388260)

Date: 27.05.2022

Place: Mumbai

CORPORATE GOVERNANCE CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

Requirements under Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members of
Esaar India Limited

The Corporate Governance Report prepared by Esaar (India) Limited (the "Company") contains details as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the "Listing Regulations") with respect to Corporate Governance for the financial year ended on 31st March, 2022. This certificate is required by the Company for annual submission to the Stock Exchange and to be sent to the Shareholders of the Company. I have examined the relevant records of the company in accordance with the Guidance Note on Corporate Governance Certificate issued by The Institute of Company Secretaries of India (the "ICSI").

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Management, I am of the Opinion that the company has complied with the conditions of Corporate Governance as stipulated in the Listing referred in above paragraph.

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination has been limited to a review of the procedures and implementations thereof, adopted by the company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

This Certificate is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

This certificate is addressed to and provided to the members of the Company for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing. I have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

FOR HD AND ASSOCIATES
COMPANY SECRETARIES

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HARDIK DARJI
PRACTICING COMPANY SECRETARY
PROPRIETOR
ACS NO. 47700 C.P.NO.: 21073
FRN: S2018MH634200

PLACE: MUMBAI
DATE: 30.08.2022
UDIN: A047700D000877760

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
ESAAR (INDIA) LTD.
Shop No. 06, Prathamesh Avenue,
Datta Mandir Road, Malad East,
Mumbai - 400097, Maharashtra, India

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ESAAR (INDIA) LTD. having CIN: L67120MH1951PLC222871 and having registered office at Shop No. 06, Prathamesh Avenue Datta Mandir Road, Malad East Mumbai-400097 Maharashtra India. (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment in Company
1.	Mehul Hasmukh Shah	00338356	29/07/2020
2.	Vaibhav Shastri	02136309	29/04/2021
3.	Dipti Yelve Shashank	07148169	04/11/2018
4.	Raju Kishan Darade	07255522	11/10/2021
5.	Shruti Rahul Joshi	09388260	16/11/2021

Note:

1. Mr. Vaibhav Shastri (DIN: 02136309) was appointed as an Additional Independent Director with effect from 29th April, 2021 who was further regularized dated 27th September 2021;
2. Mrs. Shruti Joshi was appointed as a Chief Financial Officer with effect from 25th May, 2021 and was also appointed as Additional Director with effect from 16th November, 2021;
3. Mr. Raghvendra Kumar resigned from the post of Chief Financial Officer with effect from 25th May, 2021 and resigned from the post of Whole Time Director with effect from 16th November, 2021;
4. Mr. Raju Kishan Darade (DIN: 07255522) was appointed as an Additional Independent Director with effect from 11th October, 2021;
5. Mr. Mehulkumar Kadiya (DIN: 07591755) resigned from the post of the Director with effect from 11th October, 2021;
6. Mrs. Narmadaben Patel (DIN: 07697346) resigned from the post of Director with effect

from 11th October, 2021;

except this the Board of Directors of the Company is constituted with proper balance of Executive Directors, 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.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the Management of the Company. my responsibility is to express an opinion on these based on our verification. This certificate 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 HD AND ASSOCIATES

COMPANY SECRETARIES

_____

HARDIK DARJI

PRACTICING COMPANY SECRETARY

PROPRIETOR

ACS NO. 47700 C.P.NO.: 21073

FRN: S2018MH634200

PLACE: MUMBAI

DATE: 30.08.2022

UDIN: A047700D000877760

PEER REVIEW NO: 2208/2022

FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

TO,

THE MEMBERS OF

ESAAR (INDIA) LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of ESAAR (INDIA) LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2022, and the statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") read with note of Emphasis of Matter below and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its profit, total comprehensive income, changes in equity and its cash flow for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that in our professional judgement were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have no matters to be reported as the key audit matters to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Emphasis of Matter

Without qualifying our report attention is invited to note no. 25 of financial statement wherein the Company has taken/given inter corporate deposits, has entered into transactions such as sales, purchase, investments etc. from related parties. The Company has not completed its Completeness in identification and disclosure of related party transactions in accordance with the applicable financial reporting frameworks, which would require the prior approval of the audit committee for these transactions, which has not been obtained.

Our opinion is not modified in respect of the above.

Responsibilities of Management and Those Charged with Governance for the Standalone 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the

aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

• Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

• Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

• Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

• Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

• Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

a) 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.

b) 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.

c) 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.

d) 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.

e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.

g) 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:

i. The Company has disclosed pending litigations and the impact on its financial position - refer note 29 to the Standalone Financial Statements.

ii. The company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts. Refer Note 13 to the financial statements.

iii. There has been no delay in transferring the amount, required to be transferred in accordance with the relevant provisions of the Companies Act, 2013 and the rules made thereunder, to the Investor Education and Protection Fund by the Company.

iv. (a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party

("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.

v. No dividend have been declared or paid during the year by the company.

FOR **HARISH ARORA & ASSOCIATES**
Chartered Accountants
FRN :015226C

HARISH ARORA
Partner
Membership No. 407420
UDIN: **22407420AJTTUV4489**

Place: Mumbai

Date : 27/05/2022

Annexure A" to Independent Auditors' Report

(Referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date on the accounts of ESAAR (INDIA) LIMITED, for the year ended March 31, 2022)

We report that:

(i) (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;

(B) The Company does not have any intangible assets. Accordingly, clause 3(i)(a)(B) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statementsare held in the name of the company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a) As explained to us & on the basis of the records examined by us, in our opinion, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to book records.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not been sanctioned during any point of time of the year, working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

(iii) a) The Company involved in the business of giving loans. Accordingly, the provision stated in paragraph 3(iii) (a) of the Order are not applicable to the Company.

b) Based on our examination and the information and explanations given to us, in respect of the aforesaid loans, investments/ guarantees/ securities/ loans/ advances in nature of the loan, in our opinion, the terms and conditions under which such loans were granted/ investments were made/ guarantees provided/ security provided are not prejudicial to the Company's interest.

c) In respect of the [aforesaid] loans/ advances in nature of loan, the schedule of repayment of principal and payment of interest has been stipulated by the Company. Considering that the Company is a non-banking financial company engaged in the business of finance, the borrower wise details of the amount, due date for payment and extent of delay (that has been suggested in the Guidance Note on CARO 2020 issued by the Institute of Chartered Accountants of India for reporting under this clause) have not been reported because it is not practicable to furnish such details owing to the voluminous nature of data generated in the normal course of the Company's business. Further, except for the instances where there are delays or defaults in repayment of principal and/ or interest and in respect of which the Company has recognized necessary provisions in accordance with the principles of Indian Accounting Standards (Ind AS) and the guidelines issued by the Reserve Bank of India ("RBI") for Income Recognition and Asset Classification, the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest, as applicable.

d) In respect of the loans/ advances in nature of loans, the total amount overdue for more than ninety days as at March 31, 2022 is Rs. 382.14 lakhs. In such instances, in our opinion, based on information and explanations provided to us, reasonable steps have been taken by the Company for the recovery of the principal amounts and the interest thereon. Refer Note 48 in the financial statements for details of number of cases and the amount of principal and interest overdue as at March 31, 2022.

e) The Company involved in the business of giving loans. Accordingly, provision stated in paragraph 3(iii) (e) of the Order are not applicable to the Company.

f) According to the information explanation provided to us, the Company has not granted any loans and / or advances in the nature of loans which are either repayable on demand or without specifying any terms or period of repayment. Hence, the requirements under paragraph 3(iii)(f) of the Order are not applicable to the Company.

(iv) According to the information and explanations given to us and on the basis of our examination of the records, in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

(v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013. Accordingly, clause 3(v) of the Order is not applicable.

(vi) As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2022 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, following are the statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute:

Nature of the Statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount Disputed
The Income Tax Act, 1961	Income Tax	CIT Appeals	A.Y. 2014-15	97,30,221
The Income Tax Act, 1961	Income Tax	CIT Appeals	A.Y. 2016-17	69,51,857
The Income Tax Act, 1961	Income Tax	AO	A.Y. 2021-22	16,74,970

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not been

declared a willful defaulter by any bank or financial institution or other lender;

(c) According to the information and explanations given to us by the management, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term purposes by the company.

(e) The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under the Act) during the year ended 31 March 2022. Accordingly, clause 3(ix)(e) is not applicable.

(f) The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under the Act) during the year ended 31 March 2022. Accordingly, clause 3(ix)(f) is not applicable.

(x) (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us , no fraud by the company or any fraud on the company has been noticed or reported during the course of audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

(c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company.

(xii) The company is not a Nidhi Company. Accordingly, clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards;

(xiv) (a) Based on information and explanations provided to us and our audit procedures, the company has an internal audit system commensurate with the size and nature of its business;

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) In our Opinion and based on our examination, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and the registration has been obtained;. ,

(b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable. ,

(c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.

(xvii) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) Based on our examination, the provision of section 135 are not applicable on the company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

(xxi) The company is not required to prepare Consolidate financial statement hence this clause is not applicable.

FOR **HARISH ARORA & ASSOCIATES**
Chartered Accountants
FRN :015226C

HARISH ARORA
Partner
Membership No. 407420

Place: Mumbai
Date : 27/05/2022

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ESAAR (INDIA) LIMITEDLIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of ESAAR (INDIA) LIMITED as of March 31, 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR **HARISH ARORA & ASSOCIATES**
Chartered Accountants
FRN :015226C

HARISH ARORA
Partner
Membership No. 407420

Place: Mumbai
Date: 27/05/2022

Company Information

Esaar India Limited ('The Company'), Incorporated In India, Is A Public Limited Company, Headquartered In Mumbai. The Company is A Non -Banking Financial Company ('NBFC') Engaged in Providing Asset Finance. The Company Is Registered As A Non-Systemically Non Important Non Deposit Accepting NBFC As Defined Under Section 45-IA Of The Reserve Bank Of India ('RBI') Act, 1934 With Effect From 4 September 1998. The Equity Shares Of The Company Are Listed On The Bombay Stock Exchange ("BSE") In India.

The Company's Registered Office Is At Shop No. 06, Prathamesh Avenue, Datta Mandir Road, Malad East, Mumbai - 400097 , Maharashtra, India Tel No.: 02240676000

The Company's corporate office is at 101, 1st Floor, Western Edge I, Western Express highway, Borivali (East) Mumbai 400066 Maharashtra, India.

Summary OF Significant Accounting Policies

2.1 Statement of Compliance and Basis for Preparation and Presentation of Financial Statements

These Standalone Or Separate Financial Statements Of The Company Have Been Prepared In Accordance With The Indian Accounting Standards ("Ind AS") As Per The Companies (Indian Accounting Standards) Rules 2015 As Amended And Notified Under Section 133 Of The Companies Act, 2013 ("The Act"), And In Conformity With The Accounting Principles Generally Accepted In India And Other Relevant Provisions Of The Act. Further, the Company Has Complied with All the Directions Related to Implementation of Indian Accounting Standards Prescribed for Non-Banking Financial Companies (NBFCS) In accordance with the RBI Notification No. RBI/2019-20/170 DOR NBFC).CC.PD.No.109/22.10.106/2019-20 Dated 13 March 2020. Any Application Guidance/ Clarifications/ Directions Issued By RBI Or Other Regulators Are Implemented As And When They Are Issued/ Applicable.

These Standalone or Separate Financial Statements have Been Approved by the Company's Board of Directors and Authorized for Issue on 1st July 2021.

Statement of compliance

The financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) issued by Ministry of Corporate Affairs in exercise of the powers conferred by section 133 read with sub-section (1) of section 210A of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied along with compliance with other statutory promulgations which require a different treatment. The financial statements for the year ended March 31, 2020 of the Company is the first financial statements prepared in compliance with Ind AS. The date of transition to Ind AS is April 1, 2018. The financial statements upto the year ended March 31, 2019, were prepared in accordance with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 read with the Companies (Accounts) Rules, 2014, The Companies Act 2013, and regulatory norms ("Previous GAAP") and guidelines prescribed by Reserve Bank of India (RBI) The figures for the year ended March 31, 2019 have now been restated under Ind AS to provide comparability.

Basis of preparation

The financial statements have been prepared on a historical cost basis, except certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments) at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and / or disclosure purposes in these financial statements is determined on this basis. Fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety.

• Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;

• Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

• Level 3 inputs are unobservable inputs for the asset or liability.

Application of new and revised Ind AS

All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorised for issue have been considered in preparing these financial statements.

Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Division III to Schedule III to the Companies Act, 2013 ("the Act") applicable for Non-Banking Finance Companies ("NBFC"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2.2 Functional and Presentation Currency

These Financial Statements Are Presented in Indian Rupees ('INR' Or 'Rs.') which is also The Company's Functional Currency. All Amounts Are Rounded-Off to the nearest ten, Unless Otherwise Indicated.

2.3 Basis of Measurement

The Financial Statements Have Been Prepared On A Historical Cost Convention and on an Accrual Basis, except For Certain Financial Instruments Which Are Measured At Fair Values As Required By Relevant Ind AS.

Measurement of Fair Values

A Number of Company's Accounting Policies and Disclosures required the measurement of fair Values, For Both Financial and Non-Financial Assets and Liabilities. The Company Has Established Policies And Procedures With Respect To The Measurement Of Fair Values. Fair Values Are Categorized Into Different Levels In A Fair Value Hierarchy Based On The Inputs Used In The Valuation Techniques As Follows:

Level 1: Quoted Prices (Unadjusted) In Active Markets For Identical Assets And Liabilities.

Level 2: Inputs other than Quoted Prices Included In Level 1 That Are Observable For The Asset Or Liability, Either Directly Or Indirectly.

Level 3: Inputs for The Asset or Liability Y That Are Not Based on Observe able Market Data (Unobservable Inputs).

Use of Estimates and Judgments and Estimation Uncertainty

In preparing these financial statements, Management Has Made Judgments, Estimates and Assumptions That Affect the Application of the Company's Accounting Policies and the Reported Amounts of Assets, Liabilities, Income, Expenses and the Disclosures of Contingent Assets and Liabilities. Actual Results May Differ From These Estimates. Estimates And Underlying Assumptions Are Reviewed On An Ongoing Basis. Revisions To Estimates Are Recognized Prospectively.

The Key Assumptions Concerning The Future And Other Key Sources Of Estimation Uncertainty At The Reporting Date That Have A Significant Risk Of Causing A Material Adjustment To The Carrying Amounts Of Assets And Liabilities Within The Next Financial Year Are Described Below. The Company Based Its Assumptions And Estimates On Parameters Available When The Financial Statements Were Issued. Existing Circumstances And Assumptions About Future Developments, However, May Change Due To Market Changes Or Circumstances Arising That Are Beyond The Control Of The Company. Such Changes Are Reflected In The Assumptions When They Occur.

Following are Areas That Involved a Higher Degree of Estimate and Judgment or Complexity in Determining the Carrying Amount of Some Assets and Liabilities.

Effective Interest Rate (EIR) Method

The company recognize interest income/ expense using a rate of return that represents the best estimate of a cons t ant rate of return over the expected life of the loans given / taken. This estimation, by nature, requires an element of judgment regarding the expected behavior and life-cycle of the instruments, as well as expected changes to other fee income/expense that are integral parts of the instrument.

Impairment of Financial Assets

The measurement of impairment losses on loan assets and commitments requires judgment, in estimating the amount and timing of future cash flows and recoverability y of collateral values while determining the impairment losses and assessing a significant increase in credit risk.

THE COMPANY'S EXPECTED CREDIT LOSS (ECL) calculation is the output of a complex model with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL model that are considered accounting judgments and estimates include:

- The Company's Criteria for Assessing If There Has Been a Significant Increase in Credit Risk
- The Segmentation of Financial Assets When Their ECL Is Assessed On a Collective Basis
- Development of ECL Model, Including the Various Formulae and the Choice of Inputs
- Selection of Forward-Looking Macroeconomic Scenarios and Their Probability Weights, To Derive the Economic Inputs into the ECL Model
- Management Overlay Used In Circumstances Where Management Judges That The Existing Inputs, Assumptions And Model Techniques Do Not Capture All The Risk Factors Relevant To The Company's Lending Portfolios.

It Has Been the Company's Policy to Regularly Review Its Model in the Context of Actual Loss Experience and Adjust When Necessary.

Provisions and Other Current Liabilities

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

Provision for Income Tax and Deferred Tax Assets:

The company uses estimates and judgments based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax, including the amount expected to be paid / recovered for uncertain tax positions. A deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Accordingly, the company exercises its judgment to reassess the carrying amount of deferred tax assets at the end of each reporting period.

Estimation Uncertainty Relating To The Global Health Pandemic From Covid-19

The Ongoing COVID-19 Pandemic Has Increased The Estimation Uncertainty In The Preparation Of These Financial Statements.

The Estimation Uncertainty Is Associated With:

The Extent And Duration Of The Disruption To Business Arising From The Actions By Governments, Businesses To Capital Markets, Deteriorating Credit, Liquidity Concerns, Increasing Unemployment, Declines In Consumer Discretionary Spending, Reductions in Production because of Decreased Demand, And Other Restructuring Activities; And

The Effectiveness of Government and Central Bank measures that have and will be put in Place to Support Businesses and Consumers through This Disruption and Economic Downturn.

The Company Has Developed Various Accounting Estimates In These Financial Statements Based On Forecasts Of Economic Conditions Which Reflect Expectations And Assumptions As At 31 March 2021 About Future Events That The Management Believe Are Reasonable In The Circumstances. There Is A Considerable Degree Of Judgment Involved In Preparing Forecasts. The Underlying Assumptions Are Also Subject To Uncertainties Which Are Often Outside The Control Of The Company. Accordingly, actual economic conditions are likely to be different From Those Forecast Since Anticipated Events Frequently Do Not Occur As Expected, And The Effect Of Those Differences May Significantly Impact Accounting Estimates Included In These Financial Statements.

The Significant Accounting Estimates Impacted By These Forecasts And Associated Uncertainties Are Predominantly Related To Expected Credit Losses, Fair Value Measurement, And Recoverable Amount Assessments Of Non-Financial Assets.

The Impact Of The COVID-19 Pandemic On each Of These Accounting Estimates Is Discussed Further In The Relevant Note To These Financial Statements. The Impact Of COVID-19 On The Company's Financial Statements May Differ From That Estimated As At The Date Of Approval Of These Financial Statements And The Company Will Continue To Closely Monitor Any Material Changes To Future Economic Conditions.

Revenue Recognition

Recognition of Interest Income on Loans

Interest Income Is Recognized In Statement Of Profit And Loss Using The Effective Interest Method For All Financial Instruments Measured At Amortized Cost, Debt Instrument S Measured At FVOCI And Debt Instruments Designated At FV TPL. The 'Effective Interest Rate' Is the Rate That Exactly Discounts estimated Future cash payments or receipts Through the Expected Life of the Financial Instrument.

The Calculation Of The Effective Interest Rate Includes Transaction Costs And Fees That Are An Integral Part Of The Contract. Transaction Costs Include Incremental Costs That Are Directly Attributable To The Acquisition Of Financial Asset.

If Expectations Regarding The Cash Flows On the Financial Asset Are Revised For Reasons Other Than Credit Risk, The Adjustment is Recorded as A Positive Or Negative Adjustment to the Carrying Amount Of The Asset In the Balance Sheet With An Increase Or Reduction In Interest Income. The Adjustment Is Subsequently Amortized Through Interest Income In The Statement Of Profit And Loss. The Company Calculates Interest Income By applying The EIR To The Gross Carrying Amount Of Financial Assets Other Than Credit-Impaired Assets.

When A Financial Asset Becomes Credit-Impaired, The Company Calculates Interest Income By Applying The Effective Interest Rate To The Net Amortized Cost Of The Financial Asset. If The Financial Asset Cures And Is No Longer Credit-Impaired, The Company Reverts To Calculating Interest Income On A Gross Basis.

Additional Interest and Interest on Trade Advances are Recognized When They Become Measurable and When It Is Not Unreasonable to Expect Their Ultimate Collection.

Fee and Commission Income:

Fee Based Income Are Recognized When They Become Measurable And When It Is Probable To Expect Their Ultimate Collection. Commission And Brokerage Income Earned for the Services rendered are Recognized As and When They Are Due.

Dividend and Interest Income on Investments:

Dividends Are Recognized In Statement Of Profit And Loss Only When The Right To Receive Payment Is Established, It Is Probable That The Economic Benefits Associated With The Dividend Will Flow To The Company And The Amount Of The Dividend Can Be Measured Reliably.

Interest income from Investments is Recognized When It Is Certain That the Economic Benefits Will Flow to the Company and the Amount of Income Can Be measured reliably. Interest Income Is Accrued

On A Time Basis, By Reference To The Principal Outstanding And At The Effective Interest Rate Applicable.

2.4 Financial Instruments:

A) Recognition and Initial Measurement

Financial Assets and Financial Liabilities are Recognized When the Company Becomes a Party to the Contractual Provisions of the Instruments.

Financial Assets And Financial Liabilities Are Initially Measured At Fair Value. Transaction Costs That Are Directly Attributable To The Acquisition Or Issue Of Financial Assets And Financial Liabilities (Other Than Financial Assets And Financial Liabilities At FVTPL) Are Added To Or Deducted From the Fair Value Of The Financial Assets Or Financial Liabilities, As Appropriate,

- Amortized Cost;
- FVOCI - Debt Instruments;
- FVOCI - Equity Instruments;
- FVTPL

Amortized Cost -

The Company's Business Model is not assessed on an Instrument-By-Instrument Basis, But at a Higher Level of Aggregated Portfolios Being the Level at Which They Are Managed. The Financial Asset Is Held With The Objective To Hold Financial Asset In Order To Collect Contractual Cash Flows As Per The Contractual Terms That Give Rise On Specified Dates To Cash Flows That Are Solely Payment Of Principal And Interest (SPPI) On The Principal Amount Outstanding. Accordingly, the Company measures Bank Balances, Loans, Trade Receivables and Other Financial Instruments at Amortized Cost.

FVOCI - Debt Instruments -

The Company Measures Its Debt Instruments At FVOCI When The Instrument Is Held Within A Business Model, The Objective Of Which Is Achieved By Both Collecting Contractual Cash Flows And Selling Financial Assets; And The Contractual Terms Of The Financial Asset Meet The SPPI Test.

FVOCI - Equity Instruments -

he Company Subsequently measures All Equity Investments held for trading At Fair Value Through OCI, Unless The Company's Management Has Elected To Classify Irrevocably Some Of Its Equity Instruments At FVTPL, When Such Instruments Meet The Definition Of Equity Under Ind AS 32 Financial Instruments And are Not Held For Trading.

'Financial Assets are not reclassified Subsequent To Their Initial Recognition, Except If and In the Period the Company Changes Its Business Model for Managing Financial Assets.

All Financial Assets Not Classified As Measured At Amortized Cost Or FVOCI Are Measured At FVTPL. This Includes All Derivatives Financial Assets.

Subsequent Measurement of Financial Assets

Financial Assets at Amortized Cost Are Subsequently measured at amortized cost using effective Interest Method. The Amortized Cost Is reduced By Impairment Losses. Interest Income, Foreign

Exchange Gains And Losses And Impairment Are Recognized In Statement Of Profit And Loss. Any Gain and Loss on Derecognition Is Recognized In Statement of Profit And Loss.

DEBT Investments FVOCI are subsequently measured at Fair Value. Interest Income under Effective Interest Method and Impairment are recognized In Statement of Profit And Loss. Other Net Gains And Losses Are Recognized In OCI. On Derecognition, Gains And Losses Accumulated In OCI Are Reclassified To Statement Of Profit And Loss.

For Equity Investments, The Company Makes An selection On An Instrument-By-Instrument Basis To Designate Equity Investments As Measured At FVOCI.

These Elected Investments Are Measured At Fair Value With Gains And Losses Arising From Changes In Fair Value Recognized In Other Comprehensive Income And Accumulated In The Reserves. The Cumulative Gain or Loss is reclassified to Statement of Profit And Loss on Disposal of the Investments. These Investments in Equity Are Held For Trading, Instead of Held For Strategic Purpose. Dividend Income Received On Such Equity Investments Are Recognized In Statement Of Profit And Loss.

Equity Investments That Are Not Designated as Measured at FVOCI is Designated as Measured at FVTPL and Subsequent Changes in Fair Value Are Recognized in Statement of Profit And Loss.

Financial Assets at FVTPL are Subsequently Measured at Fair Value. Net Gains and Losses, Including Any Interest or Dividend Income, are recognized in Statement of Profit And Loss.

Financial Liabilities and Equity Instruments

Classification as Debt or Equity -

Debt And Equity Instruments Issued By The Company are Classified As Either Financial Liabilities Or As Equity In Accordance With The Substance Of The Contractual Arrangement S And The Definitions Of A Financial Liability And An Equity Instrument.

Equity Instruments -

An Equity Instrument Is Any Contract That Evidences a Residual Interest In The Assets Of An Entity after Deducting All Of Its Liabilities. Equity Instruments Issued By Company Are Recognized At The Proceeds Received. Transaction Costs Of An Equity Transaction Are Recognized As A Deduction From Equity.

Financial Liabilities -

Financial Liabilities Are Classified As Measured At Amortized Cost Or FVTPL. A Financial Liability Is Classified As At FVTPL.

De-Recognition

Financial Assets

The Company Derecognizes A Financial Asset When The Contractual Rights To The Cash Flows From The Financial Asset Expire, Or It Transfers The Rights To Receive The Contractual Cash Flows In A Transaction In Which Substantially All Of The Risks And Rewards Of Ownership Of The Financial Asset Are Transferred Or In Which The Company Neither Transfers Nor Retains Substantially All Of The Risks And Rewards Of Ownership And Does Not Retain Control Of The Financial Asset.If The Company Enters Into Transactions Whereby It Transfers Assets Recognized On Its Balance Sheet, But Retains Either All Or Substantially All Of The Risks And Rewards Of The Transferred Assets, The Transferred Assets Are Not Derecognized.

Financial Liabilities

A Financial Liability Is Derecognized When The Obligation In Respect Of The Liability Is Discharged, Cancelled Or Expires. The Difference Between The Carrying Value Of The Financial Liability And The Consideration Paid Is Recognized In Statement Of Profit And Loss.

Offsetting

Financial Assets And Financial Liabilities Are Offset And The Net Amount Presented In The Balance Sheet When, And Only When, The Company Currently Has A Legally Enforceable Right To Set Off The Amounts And It Intends Either To Settle them On a net Basis or to realize the assets And settle the liability Simultaneously.

Derivative Financial Instruments

The Company enters into Derivative Financial Instruments, Primarily Forward Contracts, Options, Currency Derivatives and Swaps. Derivatives embedded In Non – derivative Host contracts are treated as Separate Derivatives When Their Risks and Characteristics Are Not closely related to those of the Host Contracts and the Host Contracts Are Not Measured at FVTPL.

Derivatives Are Initially Recognized At Fair Value At The Date The Contracts Are Entered Into And Are Subsequently Premeasured to Their Fair Value At The End Of Each Reporting Period. The Resulting Gain/ Loss Is Recognized In Statement Of Profit And Loss.

H) **Impairment of Financial Instruments**

Equity Instruments Are Not Subject To Impairment Under Ind AS 109.

The Company Recognizes Lifetime Expected Credit Losses (ECL) When There Has Been A Significant Increase In Credit Risk Since Initial Recognition And When The Financial Instrument Is Credit Impaired. If The Credit Risk On The Financial Instrument Has Not Increased Significantly Since Initial Recognition, The Company Measures The Loss Allowance For That Financial Instrument At An Amount Equal To 12 Month ECL. The Assessment Of Whether Lifetime ECL Should Be Recognized Is Based On Significant Increases In The Likelihood Or Risk Of A Default Occurring Since Initial Recognition. 12 Month ECL Represents The Portion Of Lifetime ECL That Is Expected To Result From Default Events On A Financial Instrument That Are Possible Within 12 Months After the Reporting Date

Management Overlay Is used to adjust the ECL Allowance in Circumstances Where Management Judges That the Existing Inputs, Assumptions and Model Techniques Do Not Capture All the Risk Factors relevant to the company's lending Portfolios. Emerging Local or Global Macroeconomic, Micro Economic or Political Events, And Natural Disasters that are not incorporated into The Current Parameters, Risk Ratings, and or Forward Looking Information Are Examples of Such Circumstances. The Use Of Management Overlay May Impact The Amount Of ECL Recognized.

The Company Recognizes Lifetime ECL For Trade, Lease And Other Receivables. The Expected Credit Losses On These Financial Assets Are Estimated Using A Provision Matrix Based On The Company's Historical Credit Loss Experience, Adjusted For Factors That Are Specific to The Debt Or S, General Economic Conditions And An Assessment of Both The Current As Well As The Forecast Direction Of Conditions At The Reporting Date, Including Time Value Of Money Where Appropriate. Lifetime ECL Represents the Expected Credit Losses That Will Result From All Possible Default Events over the Expected Life of a Financial Instrument. Loss Allowances For Financial Assets Measured At Amortized Cost Are Deducted From the Gross Carrying Amount Of The Assets. For Debt Securities at FVOCI, The Loss Allowance Is recognized In OCI and Carrying Amount of the Financial Asset Is Not Reduced in the Balance Sheet.

Collateral Repossessed

Based on Operational Requirements, The Company's Policy Is to Determine Whether a Repossessed Asset Can Be Best Used for Its Internal Operations or Should Be Sold. Assets Determined to Be Useful for the Internal Operations are transferred to Their Relevant Asset Category for Capitalization at Their Fair Market Value.

In The Normal Course Of Business, The Company Does Not Physically Repossess Assets/Properties In Its Loan Portfolio, But Engages External Agents To Repossess And Recover Funds, To Settle Outstanding Debt. Any Surplus Funds are returned To the Customers/ Obligors. Financial Assets held as collaterals are shown as Current Assets as well as current liabilities.

Write-Offs

The Gross Carrying Amount of A Financial Asset Is Written of when there Is No Realistic Prospect Of Further Recovery. This Is Generally The Case When The Company Determines that The Debtor/Borrower Does Not Have Assets Or Sources Of Income that Could Generate Sufficient Cash Flows To Repay the Amounts Subject To The Write- Off. However, Financial Assets that are written off Could Still Be subject To Enforcement Activities under the Company's Recovery Procedures, Taking Into account Legal Advice Where Appropriate. Any Recoveries Made From Written Off Assets Are Netted Off Against The Amount Of Financial Assets Writ Ten Off During The Year Under Bad Debts And Write Offs Forming Part Of Impairment On Financial Instruments In Statement Of Profit And Loss.

2.5 Finance Cost

Finance Costs Include Interest Expense computed By Applying the Effective Interest Rate on Respective Financial Instruments Measured at Amortized Cost. Financial Instruments Include Bank/ FI Borrowings, Broker facilities to The Extent they Are Regarded As an Adjustment to the Interest Cost. Finance Costs Are Charged to the Statement Of Profit And Loss.

2.6 Taxation - Current and Deferred Tax:

Income tax expenses Comprises of Current Tax and Deferred Tax. It Is Recognized In Statement Of Profit And Loss Except To The Extent That It Relates to An Item Recognized Directly In Equity Or In Other Comprehensive Income.

A) Current Tax:

Current Tax Comprises Amount Of Tax Payable In Respect Of The Taxable Income Or Loss For The Year Determined in Accordance With Income Tax Act, 1961 and Any Adjustment To The Tax Payable Or Receivable In Respect Of Previous Years. The Company's Current Tax is Calculated Using Tax Rates That Have Been Enacted or Substantively Enacted by the End of the Reporting Period. Significant Judgments Are Involved In Determining The Provision For Income Taxes Including Judgment On Whether Tax Positions Are Probable Of Being Sustained In Tax Assessments. A Tax Assessment Can Involve Complex Issues, Which can only be resolved over extended Time Periods.

B) Deferred Tax:

Deferred Tax Assets and Liabilities Are Recognized for the Future tax consequences of temporary Differences between the Carrying Values of Assets and Liabilities and their respective tax Bases. Deferred Tax Liabilities And Assets Are Measured At The Tax Rates That Are Expected To Apply In The Period In Which The Liability Is Settled Or The Asset Realized, Based On Tax Rates (And Tax Laws) That Have Been Enacted Or Substantively Enacted By The End Of The Reporting Period. The Measurement Of Deferred Tax Liabilities And Assets Reflects The Tax Consequence That Would Follow

From The Manner In Which The Company Expects, At The End Of The Reporting Period, To Recover Or Settle The Carrying Amount Of Its Assets And Liabilities.

Deferred Tax Assets Are Recognized To The extent that it is possible that Future Taxable Income Will Be Available against Which the Deductible Temporary Difference Could Be Utilized. Such Deferred Tax Assets And Liabilities Are Not Recognized If The Temporary Difference Arises From The Initial Recognition Of Assets And Liabilities In A Transaction That Affects Neither The Taxable Profit Nor The Accounting Profit. The Carrying Amount Of Deferred Tax Assets Is Reviewed At The End Of Each Reporting Period And Reduced To The Extent That It Is No Longer Probable That Sufficient Taxable Profits Will Be Available To Allow All Or Part of The Asset to be Recovered.

2.7 Provisions:

Provisions Are Recognized When There Is A Present Obligation As A Result Of A Past Event, And It Is Probable that An Outflow Of Resources Embodying Economic Benefits Will Be required to Set off the Obligation and There is a Reliable Estimate Of the Amount Of The Obligation. Provisions Are Reviewed At Each Balance Sheet Date And Adjusted To Reflect The Current Best Estimate.

The Amount Recognized As A Provision Is the best estimate of the Consideration Required to Set off The Present Obligation At The End Of The Reporting Period, Taking Into Account The Risks And Uncertainties Surrounding The Obligation. Provisions Are Determined By Discounting The Expected Future Cash Flows At A Pre-Tax Rate That Reflects Current Market Assessments Of The Time Value Of Money And The Risks Specific To The Liability.

When There Is A Possible Obligation Or A Present Obligation In Respect Of Which The Likelihood Of Out Flow Of Resources Is Remote, No Provision Or Disclosure Is Made.

2.8 Cash and Cash Equivalents:

Cash And Cash Equivalents In The Balance Sheet Comprise Cash On Hand, Cheques And Drafts On Hand, Balance With Banks In Current Accounts And Short-Term Deposits With An Original Maturity Of Three Months Or Less, Which Are Subject To An Insignificant Risk Of Change In Value.

2.9 Earnings per Share:

Basic Earnings Per Share is Calculated By Dividing The Net Profit Or Loss For The Period Attributable To Equity Shareholders By The Weighted Average Number Of Equity Shares Outstanding During The Period. Earnings Considered In Ascertaining The Company's Earnings Per Share Is The Net Profit For The Period After Deducting Preference Dividends And Any Attributable Tax Thereto For The Period. The Weighted Average Number Of Equity Shares Outstanding During The Period And For All Periods Presented Is Adjusted For Events, Such As Bonus Shares, Sub - Division Of Shares Etc. That Have Changed The Number Of Equity Shares Outstanding, Without A Corresponding Change In Resources. For The Purpose Of Calculating Diluted Earnings Per Share, The Net Profit Or Loss For The Period At Attributable To Equity Shareholders Is Divided By The Weighted Average Number Of Equity Shares Outstanding During The Period, Considered For Deriving Basic Earnings Per Share And Weighted average Number of equity Shares that could have Been Issued Upon Conversion Of All Dilutive Potential Equity Shares.

THANKING YOU

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