

**ESAAR (INDIA) LIMITED**

(CIN:L67120MH1951PLC222871)

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

Tel No. 022 40676000; Email:esaarindiaLtd@gmail.com; Website:www.esaar.in

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**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that an **Extra Ordinary General Meeting** of the members of Esaar (India) Limited will be held on **Thursday, 20th April, 2023 at 3.30 P.M.** at Shop No.06, Prathamesh Avenue, Datta Mandir Road, Malad (East), Mumbai-400 097, Maharashtra, India to transact the following business:

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**SPECIAL BUSINESS:**

- 1. Regualitisation Of Additional Director, Mr. Bipin Dinesh Varma (Din:05353685) by appointing him as Executive Director of the Company.**

**To Consider and if thought fit, to pass, with or without modification(s) the following resolution as an ORDINARYRESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to approve the appointment of Mr. Bipin Dinesh Varma(DIN 05353685) as Executive Director, who was appointed as an Additional Director with effect from 27<sup>th</sup> January, 2023 on the Board of the Company, be and is hereby appointed as an Executive Director of the Company;

**FURTHER RESOLVEDTHAT** pursuant to Sections 196, 203 and other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of the Members be and is hereby accorded for the appointment of MR. BIPIN DINESH VARMA as

Executive Director of the Company, on the remuneration as mentioned and such terms and conditions as set out in the Explanatory Statement and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013;

**FURTHER RESOLVED THAT** any one Director of the Company be and is hereby authorised to file the necessary forms and take suitable action for implementation of the above said decision of the Members."

**2 Regulation Of Additional Director, Mr. Rajesh Kumar A. Pandey (Din:03560331) by appointing him as Non-Executive-Independent Director of the Company.**

**To Consider and if thought fit, to pass, with or without modification(s) the following resolution as an ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to approve the appointment of Mr. Rajesh Kumar A. Pandey (DIN: 03560331) as Non-Executive-Independent Director, who was appointed as an Additional Director with effect from 27<sup>th</sup> January, 2023 on the Board of the Company, be and is hereby appointed as an Non Executive Independent Director of the Company whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years (with effect

from January 27, 2023 up to January 26, 2028).

**FURTHER RESOLVED THAT** any one Director of the Company be and is hereby authorized to file the necessary forms and take suitable action for implementation of the above said decision of the Members."

**By The Order Of The Board Of Directors  
For ESAAR (India) Limited**

**Date: 25/03/2023  
Place: Mumbai**

**Sd/-  
Shruti Rahul Joshi  
Director**

Regd Office:  
Shop No.06, Prathamesh Avenue Datta Mandir Road,  
Malad (East), Mumbai-40097, Maharashtra.  
Tel No: +91-22-40676000  
(CIN: L67120MH1951PLC222871)  
Email:esaarindiaLtd@gmail.com; Website: www.esaar.in

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the Notice for convening the Extra Ordinary General Meeting of the members of the Company:

**ITEM NO 01:**

The Board of Directors of the Company had appointed Mr. Bipin Dinesh Varma (Din: 05353685) as an Additional Director of the Company with effect from 27<sup>th</sup> January, 2023. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Bipin Dinesh Varma (DIN:05353685) Executive Director signifying his candidature as an as an Executive Director of the Company. The Company will pay the remuneration to Executive Director in the event of Profit or adequate turnover of the Company Only.

The Details required under Regulations 26(4) and 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 is annexed as Annexure to the Notice.

The Board commends the Ordinary Resolution set out at Item No. 01 for approval of the Members.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Bipin Dinesh Varma, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item No. 01 for approval of the Members.

**ITEM NO 02:**

The Board of Directors of the Company had appointed Mr. Rajesh Kumar Amarnath Pandey (DIN 03560331) as an Additional Director of the Company with effect from 27<sup>th</sup> January, 2023. Under Section 160 of the Companies Act, 2013 Mr. Rajesh Kumar Amarnath Pandey (DIN: 03560331) as Non-Executive, Independent Director qualifies himself as an Independent Director of the Company.

The Company has received a declaration of independence from Mr. Rajesh Kumar Amarnath Pandey (DIN: 03560331) as Non-Executive, Independent Director. In the opinion of the Board, Mr. Rajesh Kumar Amarnath Pandey fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Non-Executive Independent Director of the Company.

The Details required under Regulations 26(4) and 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 is annexed as Annexure to the Notice.

The Board commends the Ordinary Resolution set out at Item No. 02 for approval of the Members.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Rajesh Kumar Amarnath Pandey, are concerned or interested (financially or otherwise) in this Resolution.

**NOTES:**

1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.

2) A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER SHAREHOLDER.

3) Corporate Members intending to send their authorized representatives to attend and vote at the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.

4) An Explanatory Statement pursuant to Section 102(1) of the Companies act, 2013, relating to the Business as set out at item nos. 1 to 2 of the EGM Notice, to be transacted at the Meeting is annexed hereto.

5) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of

the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by NSDL. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

6) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.esaar.in](http://www.esaar.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Notice of EGM is being sent by electronic mode to all the shareholders dated Tuesday, 28<sup>th</sup> March, 2023 whose E-mail addresses are registered with the Company or Depository Participants (DP).

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Monday, 17<sup>th</sup> April, 2023 at 09:00 A.M. (IST) and ends on Wednesday, 19<sup>th</sup> April, 2023 at 05:00 P.M. (IST). 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. Thursday, 13<sup>th</sup> April, 2023, 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 Thursday, 13<sup>th</sup> April, 2023.

**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 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:

**1. THE INSTRUCTIONS FOR SHAREHOLDRES FOR REMOTE VOTING ARE AS UNDER:**

- I. The voting period begins on Monday, 17<sup>th</sup> April, 2023 at 9.00 A.M. (IST) and ends on Wednesday, 19<sup>th</sup> April, 2023 at 05:00 (IST) During this period shareholders’ of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date i.e. Thursday, 13<sup>th</sup> April, 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- III. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 2020, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been



observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.





In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

- IV. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

TYPE OF SHAREHOLDER	LOGIN METHOD
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>2) If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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),</li> </ol>

	<p>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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store      Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the</p>

	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. <b>NSDL</b> 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.

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

i. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding shares in Demat form and shareholders holding shares in physical form.

1. The shareholders should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com)
2. Click on Shareholders.
3. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-Voting of any Company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in

Demat.	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (V).</p>

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

- iv. For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- v. Click on the EVSN of the Company – ESAAR (INDIA) LIMITED on which you choose to vote.
- vi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- vii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- viii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- ix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- x. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page
- xi. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xii. There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.

xiii. Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xiv. Facility for Non - Individual Shareholders and Custodians - Remote Voting:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.



- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [hardik@hdandassociates.com](mailto:hardik@hdandassociates.com) and [esaarindialtd@gmail.com](mailto:esaarindialtd@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending EGM& e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.
- All grievances connected with the facility for voting by electronic means may be addressed to Ms. Sarita Mote, Sr. Manager, (NSDL,) National Depository India Limited, TradeWorld, 'A'Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, MUMBAI 400 013 or send an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on 022 2499 4890.

## **2. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM 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 available in the EGM.
3. If any Votes are cast by the members through the e-voting available during the EGM and if the same members have not participated in the meeting the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
4. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
  - i. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
  - ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
  - iii. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.
3. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.esaar.in](http://www.esaar.in) and on the website of NSDL i.e.

www.nsdl.co.in within two days of the passing of the Resolutions at the Extra- Ordinary General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

**4. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM ARE AS UNDER:**

1. Members may access the same at <https://www.evotingindia.com> under shareholders'/members login by using the remote e-voting credentials.
2. Members are encouraged to join the Meeting through Laptops / iPads 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 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. For ease of conduct, members who would like to ask questions may send their questions in advance atleast (7) days before EGM mentioning their name, Demat account number / folio number, email id, mobile number at [esaarindialtd@gmail.com](mailto:esaarindialtd@gmail.com) and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.

## **5. 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 13<sup>th</sup> April, 2023. However a cut-off date for determining shareholders eligible for voting is 13<sup>th</sup> April, 2023. The members who are not shareholders as on 13<sup>th</sup> April, 2023 are not eligible to vote and can treat this notice for information purpose only.

- The Notice convening the meeting will be published through advertisement in The Financial Express in the English language and translation thereof in Mumbai Lakshadeep in the Marathi language.
- 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 13<sup>th</sup> April, 2023 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 [www.esaar.in](http://www.esaar.in)

#### 6. Contact Details:

Company : ESAAR (INDIA) Limited  
Registered Office: Shop No. 06, Prathamesh Avenue  
Datta Mandir Road, Malad East Mumbai 400097

Registrar And : PurvaSharegistry (India) Pvt. Ltd,  
Share Transfer : Unit no. 9, Shiv Shakti Ind. Estate. J .R. BorichaMarg,  
Agent : Opp. Kasturba Hospital lane, Lower Parel (E),  
Mumbai- 400011, Maharashtra, India  
Tel: 022 - 23012518/ 0771/8261/6761  
Email id: [support@purvashare.com](mailto:support@purvashare.com)  
Website: <https://www.purvashare.com/>

E-Voting :  
Agency : National Securities Depositories Limited

E-mail : [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Scrutinizer : Mr. HardikDarji, Practicing Company Secretary

Email : hardik@hdandassociates.com

**By The Order Of The Board Of Directors  
For ESAAR (India) Limited**

**Date: 25/03/2023**

**Place: Mumbai**

**Sd/-  
Shruti Rahul Joshi  
Director**



**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	<b>ESAAR (India) Limited</b>
Registered office	Shop No. 06, Prathamesh Avenue Datta Mandir Road, Malad East Mumbai 400097

Name of the Member	
Registered Address	
E-mailId	
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 Extra- Ordinary General Meeting of the Company, to be held on the Thursday, 20<sup>th</sup> April, 2023 at 03.30 P.M. at Shop No. 06, Prathamesh Avenue Datta Mandir Road, Malad East Mumbai 400097, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resoution No.</b>	<b>Resolution</b>
<b>Special Resolutions:</b>	
1	Regularize the Appointment of Mr. Bipin Dinesh Varma (DIN: 05353685) As Executive Director
2	Regularize the Appointment of Mr. Rajesh Kumar A. Pandey (DIN: 03560331) as Non-Executive, Independent Director

Signed this..... day of ..... 2023

Signature of shareholder

Signature of Proxy holder(s)

AffixRe  
venueSt  
amp  
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.

## ANNEXURE A

Brief Profile / Disclosure Relating to Directors Re-appointed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:

### I. MR. RAJESH KUMAR AMARNATH PANDEY:

DIN	(03560331)
Qualification	Graduate
Experience in specific area	Mr. Rajesh Kumar Amarnath Pandey holds a Post Graduate Diploma in Business Entrepreneurship from Entrepreneurship Development Institute of India, Anmedabad and a Post Graduate Diploma in Sales & Marketing from NIS, Mumbai (A division of NIIT). He also holds a Graduate degree in Economics from Mumbai University. He has around 20 years of experience in the field of agency business development, business development, sales and marketing, key account management, channel partnerships, and operations management.
Directorship in other Companies	Dishabodh India CSR Network Foundation
Committee positions held in other Companies	Nil
No. of shares held in the Company	Nil

## II. Mr. Bipin Dinesh Varma:

DIN	(05353685)
Qualification	Graduate
Experience in specific area	Mr. Bipin Dinesh Varma has completed his Bachelor's in Commerce and has an experience of around 10 years as Commercial Director in the field of Strategy & Finance Management. He possesses the specialisation in formation of business planning and decision making.
Directorship in other Companies	Nil
Committee positions held in other Companies	Nil
No. of shares held in the Company	Nil