

Annual Report
2020-21
69th Annual General Meeting



TABLE OF CONTENTS

Sr. No.	Particulars	Page No.
1.	Corporate Information	1
2.	Forward Looking Statement	2
3.	Notice of Annual General Meeting	3-21
4.	Director's Report	21-44
5.	Management & Discussion Analysis Report	45-47
6.	Corporate Governance Report	48-66
7.	Independent Auditor's Report	68-76
8.	Financial Statements	77-93

CORPORATE INFORMATION

BOARD OF DIRECTORS KEY

Mr. Raghvendra Kumar
Executive Whole Time Director

Mrs. Dipti Yelve
Non- Executive, Independent Director

Mrs. Narmada Patel
Non- Executive, Independent Director

Mr. Mehul Kadiya
Non- Executive, Independent Director

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

Mr. Vaibhav Shastri
Non- Executive, Independent Director

MANAGERIAL PERSONNEL (KMP)

Mrs. Shruti Joshi
Chief Financial Officer

Mrs. Disha Shah
Company Secretary & Compliance Officer

AUDITORS:

Statutory Auditor

M/s. Harish Arora & Associates
Chartered Accountants

Internal Auditor

M/s. Rohit S.K.Jain & Co.
Chartered Accountants

Secretarial Auditor

M/s. Mamta Devpura &
Practising Company Secretaries

REGISTERED OFFICE:

204 B-Wing, New Prabhat SRA CHS LTD, Chikuwadi, Plot-115,
Next to Bisleri Factory, W. E, Highway, Andheri East Mumbai - 99
Tel No.: 02240676000
Email Id: cs@essaar.in
Website: www.essaar.in

CORPORATE OFFICE:

Unit No. 101, Western Edge I, Kanakia Spaces,
Western Express Highway, Borivali (East) Mumbai -66
Email Id: cs@essaar.in
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 – 400011
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 69th Annual General Meeting of the Members of M/s. Esaar India Limited will be held on Monday, September 27, 2021 at 12.00 noon IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

- 1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021 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, 2021 including Balance Sheet as at March 31, 2021, Statement of Profit and Loss Account as at March 31, 2021 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. Raghvendra Kumar, Director (DIN: 08126531), 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. Raghvendra Kumar (DIN: 08126531), 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 offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company.”

SPECIAL BUSINESS:

- 1. To appoint Mr. Vaibhav Shastri (DIN: 02136309) 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 Ordinary Resolution:**

“RESOLVED THAT Mr. Vaibhav Shastri (DIN: 02136309), who was appointed as an Additional Director of the Company with effect from April 29, 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 candidature 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. Vaibhav Shastri (DIN: 02136309) 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 April 29, 2021 up to April 28, 2026, be and is hereby approved.”

2. 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.

“RESOLVED THAT members be and is hereby take note of resolution passed through postal ballot on November 21, 2020 for reduction of equity share capital.”

RESOLVED FURTHER THAT members also take note of observation letter received from BSE Ltd (Stock Exchange) seeking clarification from company for the resolution passed through postal ballot prior to pre-approval from Stock exchange and National Company Law Tribunal (NCLT) and company’s response on the same.”

3. 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.

“RESOLVED THAT pursuant to the provisions of Sections 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendments thereto or re-enactment thereof for the time being in force), the Companies (Prospectus and Allotment of Securities) Rules, 2014, all other applicable rules under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the “SEBI Regulations”), Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations 2004, as amended from time to time, and the enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the stock exchanges where equity shares of face value INR 10 each of the Company are listed, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to other applicable laws, rules, regulations, guidelines, notifications and circulars issued by various competent authorities / bodies, whether in India or abroad and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (“SEBI”), Government of India (“GOI”), Reserve Bank of India (“RBI”), Foreign Investment Promotion Board (“FIPB”), Department of Industrial Policy & Promotion (“DIPP”) and all other appropriate and / or competent authorities or bodies and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred as “Board” which term shall include any Committee thereof which the Board may have constituted to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to offer, create, issue, convert and allot in one or more tranches, to investors whether Indian or Foreign, including Foreign Institutions, Qualified Institutional Buyers (“QIB”), Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds, trusts, stabilizing agents or otherwise or any combination thereof, whether or not such investors are shareholders, promoters, directors or associates of the Company, through issue of Equity Shares and / or equity linked securities and/or securities convertible into equity shares and/or conversion of debt into equity shares, through Qualified Institutional Placement (QIP) or preferential allotment (referred to as “Securities”), for up to an aggregate amount of INR 500 Crores equivalent thereof in one or more foreign currency, inclusive of premium that may be fixed on such Securities under the provisions of SEBI (ICDR) Regulations at such price, being not less than the price determined in accordance with the pricing formula specified under the SEBI Regulations (or such other formula as may be prescribed by SEBI) or such lower price as may be permissible under the SEBI Regulations or notifications, considering the prevailing market conditions and other relevant factors and where necessary in consultation with the Lead Managers, Merchant Bankers, Underwriters, Guarantors, Financial and / or Legal Advisors, Depositories, Registrars and other agencies and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed, so as to enable to list on any stock

exchanges in India and / or on any of the overseas stock exchanges, wherever required and as may be permissible.”

“RESOLVED FURTHER THAT such issue/conversion shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of the shareholders resolution approving the proposed Conversion of debt in to equity, preferential allotment, private placement and qualified institutional placement of Equity Shares or such other time as may be allowed by the SEBI Regulations from time to time.”

“RESOLVED FURTHER THAT the Equity Shares so issued shall in all respects rank pari passu with the existing Equity Shares of the Company and shall be listed with the stock exchanges where the Company’s existing equity shares are listed.”

“RESOLVED FURTHER THAT the Securities to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, conversion or allotment of Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalisation and approval of the offer documents(s), private placement offer letter, Conversion scheme, preferential allotment offer letter determining the form, proportion and manner of the issue/conversion, including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted, issue price, premium amount on issue / conversion / exercise / redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognised stock exchange(s), to affix common seal of the Company on any arrangements, contracts / agreements, memorandum, documents, etc. as may be required.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised in consultation with the merchant banker(s), advisors and / or other intermediaries as may be appointed in relation to the issue of Securities, is authorised to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalisation of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilisation of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board

in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company.”

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

**Sd/-
Disha Shah
Company Secretary & Compliance Officer**

**Place: Mumbai
Date: August 20, 2021**

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

Resolution Number - 1:

Mr. Vaibhav Shastri (DIN: 02136309) 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 April 29, 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. Vaibhav Shastri (DIN: 02136309) 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. Vaibhav Shastri 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. Vaibhav Shastri 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. Vaibhav Shastri 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. Vaibhav Shastri 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.

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

Resolution Number - 2:

The Company was in receipt of observation from BSE (Stock Exchange) stating about approval taken from members prior to receipt of NOC from exchange and prior to any instruction from National Company Law Tribunal (NCLT). As response to the letter from BSE company has stated that since the Companies Act, 2013 and Securities Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 are silent on the part of member approval, company has opted for prior approval of shareholder.

Company have filed petition with NCLT, however the same is pending before the NCLT. Meanwhile In view of aforesaid letter company is taking note of the same at this annual general meeting.

Further, observation letter is annexed to the notice which forms part of Annual Report.

Resolution Number – 3:

The Company has good opportunities for its growth and business expansion. This require sufficient resources including funds available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have the requisite enabling approvals in place for meeting the fund requirements of its growth and business expansion, capital expenditure, long term working capital, refinancing the existing borrowings and also such other corporate purposes as may be permitted under the applicable laws and as may be specified in the appropriate approvals.

The consent of the members is sought for issuing Securities as stated in the resolution which shall result in issuance of further shares of the Company in accordance with the terms and nature of Securities to be issued by the Company. The members of the Company to authorise the Board of Directors or any Committee of the Board to raise funds through to investors whether Indian or Foreign, including Foreign Institutions, Qualified Institutional Buyers ("QIB"), Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds, trusts, stabilizing agents or otherwise or any combination thereof, whether or not such investors are shareholders, promoters, directors or associates of the Company, through issue of Equity Shares and / or equity linked securities and/or securities convertible into equity shares through Qualified Institutional Placement (QIP) or preferential allotment at a price to be determined as per the SEBI(Issue of Capital and Disclosure Requirement)Regulations or as per other applicable rules and regulations, to the extent of INR 500 Crores (Rupees Two Hundred Crores only) in Indian Rupees and / or an equivalent amount in any foreign currency under section 62 read with section 179 of the Act and other applicable laws. While no specific instruments of Securities have been identified at this stage, the Board may opt for one or more appropriate instrument(s) in the best interest of the Company. Such issue shall be subject to the provisions of the Act and Rules made thereunder, Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital & Disclosure Requirement) Regulations and other applicable laws. To meet the requirements for the above purposes and for other general corporate purpose, as may be decided by the board of directors (hereinafter called the "Board" which expression shall include any committee of directors constituted / to be constituted by the Board) from time to time, it is proposed to seek authorisation of the members of the Company in favour of the Board, without the need for any further approval from the members, to undertake the Private Placement, Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIBs") and/or Preferential allotment / Conversion of debt into equity in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI Regulations") and Section 42, 62 and 71 of the Act, as amended, The requirement of funds is proposed to be met both from equity issuance of appropriate securities as defined in the resolutions and from both domestic and international markets. Prudence would require the funding to be structured with equity to meet with the objective of optimisation of the cost. Section 62(1)(c) of the Act provides that, inter-alia, such further Equity Shares may be offered to any persons, whether or not such persons are existing holders of equity shares of the company as on the date of offer, by way of a Special Resolution passed to that effect by the members of the Company. Accordingly, consent of the members is being sought, pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 to issue and allot Securities as stated in the Special Resolution.

Pursuant to the provisions of section 42, 62 and 71 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe aforesaid Equity Shares is required to obtain prior approval of the shareholders by way of a Special Resolution. If approved by the shareholders, QIP, preferential allotment, conversion of debt into equity shall be completed within Twelve Month from the date of passing of Special Resolution.

In view of the above, it is proposed to seek approval from the shareholders of the Company by way of Special Resolution to offer, create, issue and allot Equity Shares, in one or more tranches, to investors inter alia through QIP, Preferential allotment, conversion of debt into equity by way of private placement and to authorise the Board of Directors including any Committee thereof authorised for the purpose to do all such acts, deeds and things in the matter.

It will be ensured that:

- a) The relevant date for the purpose of pricing of the equity shares would, pursuant to provisions of SEBI (ICDR) Regulations, be the date of the meeting in which the Board or duly authorised committee thereof decides to open the proposed issue of equity shares;
- b) The pricing for this purpose shall be in accordance with SEBI (ICDR) Regulations. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time;
- c) The issue and allotment of equity shares shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of SEBI (ICDR) Regulations and such equity shares shall be fully paid up on its allotment;
- d) The total amount raised in such manner and all previous QIPs made by the Company in a financial year would not exceed 5 times of the Company's net worth as per the audited balance sheet for the previous financial year; However such limit is not applicable incase of preferential allotment, conversion of debt into equity in terms of SEBI (Issue of Capital and Disclosure Requirement) Regulations 2009

The resolutions contained in Resolution Number 3 of the accompanying Notice, accordingly, seek Members approval through Special Resolution for raising funds as above through issue of Securities/conversion of debt into equity in one or more tranches and authorising Board of Directors (including any Committee thereof authorised for the purpose) of the Company to complete all the formalities in connection with the issuance of Securities.

None of the directors, key managerial personnel of the Company or their relatives are, in any way, concerned or interested in the said Special Resolution, except to the extent of their equity holdings in the Company / Institution in which they are directors or members.

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular dated May 12, 2020 and January 15, 2021 (collectively referred to as “SEBI Circulars”) permitted convening the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the SEBI circulars, the AGM of the Company is being held through VC / OAVM. 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 cs@esaar.in and / or to Purva Shareregistry 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 Monday, September 20, 2021 to Monday, September 27, 2021 (both days inclusive) for the purpose of 69th 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. September 17, 2021 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 Friday, September 17, 2021, E-voting shall open from Friday, September 24, 2021 at 9:00 a.m. and ends on Sunday, September 26, 2021 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 transferred only in dematerialized form with effect from 1st April 2019, except in case of request received for transmission or transposition of securities. 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., Friday, September 17, 2021, 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 cs@esaar.in for obtaining the Annual Report and Notice of e-AGM.

21. The Board of Directors have appointed M/s. Harish Arora & Associates, Practising Chartered Accountant (Firm Registration No. 015226C) 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 September 17, 2021 by writing us at cs@esaar.in

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

The remote e-voting period begins on September 21, 2021 at 9:00 A.M. and ends on September 26, 2021 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. September 17, 2021 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 September 17, 2021.

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.nsd.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.

NSDL Mobile App is available on



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 use 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 cs@esaar.in
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 cs@esaar.in .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 cs@esaar.in 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 September 17, 2021.

**For and on behalf of the Board
Esaar India Limited**

**Sd/-
Disha Shah
Company Secretary & Compliance Officer**

Place: Mumbai

Date: August 20, 2021

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 69TH ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER, 27, 2021
[Pursuant To Regulation 36(3) And 26(4) Of The SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015]

Name of the Director	Raghvendra Kumar	Vaibhav Shastri
Director Identification Number (DIN)	08126531	02136309
Date of Birth	February 5, 1981	October 10, 1976
Age	40	44
Date of First Appointment	May 14, 2018	April 29, 2021
Category	Executive Director	Non-Executive, Independent
Relationship with Directors and KMP	None	None
Expertise in specific functional area	Wide Managerial Experience	Managerial Experience
Qualification (s)	M.B.A	M.B.A
Board Membership of other listed companies as on March 31, 2021	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, 2021	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 69th Annual Report of Esaar (India) Limited together with Director's Report, Audited Financial Statements and Auditors' Report for the financial year ended March 31, 2021.

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. 2020-2021 as compared to the previous financial year is given below:

Particulars	(Amount in Lakhs)	
	F.Y. 2020-21	F.Y. 2019-20
Revenue from operations (Net)	2,194.00	1,192.23
Revenue from Other Income	1,587.61	1,038.08
Total Revenue	3,781.61	2,230.31
Depreciation & Amortization	0.03	--
Finance Cost	267.13	70.72
Other Expenses	3,329.08	2,135.51
Extraordinary Items	--	--
Profit/Loss After Depreciation & Interest & Extraordinary Items	185.38	24.08
Provision for Tax	(30.76)	(4.46)
Deferred Tax	--	153.43
Profit After Tax	154.62	177.52
EPS Basic	0.76	0.87
EPS Diluted	0.76	0.87

RESULTS OF OPERATIONS:

During the year under review, your Company has generated a revenue of Rs. 2194.00 lakhs as compared to Rs.1192.23 lakhs in the previous year. The net profit of has decreased from Rs. 177.52 lakhs in 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 optimisation. 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 2020-21 till date which will have any material or significant impact on the financials of the Company.

SHARE CAPITAL:

The paid-up equity share capital of the Company as on March 31, 2021 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.

Considering the future prospects of growth and value addition to the Company and its Shareholders, your Company proposed to re-align the relationship between its capital and assets by proposing a Scheme for Reduction of Share Capital under Section 66 and 230-233 of the Companies Act, 2013 (the "Act") read with National Company Law Tribunal (Procedure for reduction of share capital of company) Rules, 2016 ("Reduction Rules"), for under taking financial reconstruction of the Company through reduction of Equity Share Capital whereby the Company would write off the debit balance in Profit and Loss account to the extent of Rs.8,63,03,260/- (Rupees Eight Crores Sixty Three Lakhs Three Thousand Two Hundred and Sixty Only) i.e. by a reduction of 36.107996% on total 2,04,42,500 number of Equity Shares of Rs.10/- each in the existing issued, subscribed and paid up Equity share capital of Rs.20,44,25,000/- (Rupees Twenty Crores Forty Four Lakhs Twenty Five Thousand Only) and Security Premium Account and thereafter the post reduction the no. of Equity Shares will be 1,30,61,123 of Rs.10/- each amounting to Rs.13,06,11,230/- (Rupees Thirteen Crores Six Lakhs Eleven Thousand Two Hundred and Thirty Only).

Further, your Company under the applicable provisions the Act, Regulation 37 of SEBI (LODR) Regulation, 2015 and the Reduction Rules made an application on December 23, 2020 to Bombay Stock Exchange (BSE Ltd.), where the equity shares of the Company are listed in order to obtain Observation Letter or No-Objection certificate (NOC) from BSE Ltd for Reduction of Share Capital of

Company. Therefore, the Company obtained the NOC from BSE Ltd on April, 15, 2021 and filed a petition to NCLT regarding the same on July 12, 2021.

TRANSFER TO RESERVE AND SURPLUS:

Your Company transferred 20% of the profit i.e. Rs.30,92,445/- to Statutory Reserves during the year ended March 31, 2021.

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 2020-21.

TRANSFER TO THE INVESTOR EDUCATION 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 2020-21.

The Company has formulated a Policy for determining Material Subsidiaries. The Policy is put up on the Company's website at <http://esaar.in/inv.html>

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 of the financial statements of the Company for the year ended March 31, 2021.

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: <http://esaar.in/inv.html>

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As on March 31, 2021, 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. Vaibhav Shastri 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 April 29, 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. Vaibhav Shastri 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 has resigned from the Board.

Women Director:

Your Company's Board is represented by two Woman Directors Mrs. Dipti Yelve Shashank And Mrs. Narmadaben Patel.

Directors Retiring by Rotation:

In accordance with the provision of Section 152 of the Companies Act, 2013 Mr. Ragvendra Kumar (DIN: [08126531](#)), Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, 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:

Mr. Raghvendra Kumar, Whole-Time Director of the Company was appointed as the Chief Financial Officer of the Company with effect from November 12, 2020. He resigned from the post of Chief Financial Officer with effect from May 25, 2021.

The Board Mrs. Shruti Rahul Joshi as the new Chief Financial Officer (CFO) of the Company with effect from May 25, 2021.

Ms. Meghana Ekanth Kashte has resigned from the post of Company Secretary and Compliance Officer of the Company with effect from October 31, 2020.

The Board appointed Ms. Nidhi Agarwal (Membership No. A64761) with effect from April 29, 2021 as the Company Secretary and Compliance Officer of the Company. She resigned from the post due to her personal reasons with effect from May 04, 2021.

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 has 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 <http://esaar.in/inv.html>.

MANAGEMENT DISCUSSION AND ANALYSIS AND BUSINESS RESPONSIBILITY:

The Management Discussion and Analysis Report & the Business Responsibility 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 in 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 <http://esaar.in/inv.html>.

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. <http://esaar.in/inv.html>.

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 2020-21, 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 <http://esaar.in/inv.html>.

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 2020-21 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 July 01, 2021, upon recommendation of the Audit Committee appointed M/s. Mamta Devpura & Associates, Company Secretary in Practice (Membership No. A51792) to conduct the secretarial audit of the Company, for the financial year 2020-21.

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 2020-21 is appended to this Report as “**Annexure - I**”.

Auditor's Qualification:

- a) Intimation for Closure of Trading Window as per SEBI (Prohibition of Insider Trading) Regulations, 2015 for the quarter ended 30th June, 2019 was given to BSE Limited as on 9th April, 2020;
- b) Company has not published/advertised Notice of Board Meetings held on 15th September, 2020 & 14th February, 2020 and the Company also not published/advertised the Financial Result for the Quarter ended 30th June, 2020.
- c) Disclosure under Regulation 74(5) of the SEBI (DP) Regulations, 2018 relating to disclosure of Certificate from Registrar and share transfer Agent, the Company did not make this disclosure inadvertently for the quarter ended 31st March, 2020.
- d) Compliance officer of the Company Ms. Meghana Ekanth Kashte was resigned on 31st October, 2020. Company has not appointed new Compliance officer in the financial year ended 31st March, 2021. The Company has appointed Ms. Nidhi Agarwal as a Compliance officer on 29th April, 2021 but she also resigned from the post due to personal reasons on 04th May, 2021. However Company has appointed new Compliance officer Ms. Disha Haresh Shah on 13th August, 2021.

Management opinion:

- a) The Company took the note of the same will comply with the above-mentioned provision.
- b) The Company took the note of the same will comply with the above-mentioned provision.
- c) The Company took the note of the same will comply with the above-mentioned provision.
- d) The Company met best endeavours during the remaining period of the year, but due to the financial constraint and the Covid-19 situation, the Company was not able to find the best suitable personnel for the same. However, the Company has appointed new Compliance officer on 29th April, 2021 and upon her resignation new Compliance officer on August 13, 2021.

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. Mamta Devpura & 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 - III** hereunder and forms part of this report.

ANNUAL RETURN:

Pursuant to Section 92 and 134(3) of the Companies Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of Annual Return in Form MGT-9 is attached as **Annexure - II**.

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, 2021 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, 2021 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:

During the year 2020-21, members of the Company have approved for the Reduction of Equity Share Capital of the Company (Special Resolution) by requisite majority, by means of Postal Ballot dated November 21, 2020, including Electronic Voting (e-voting).

The Postal Ballot Notice dated October 22, 2020 along with the Postal Ballot Form was sent in the electronic form to the members whose email addresses were registered with the Company / respective Depository Participants. In case of physical shareholding, copies of the Postal Ballot Notice along with Postal Ballot Form were sent in physical, by permitted mode along with self-addressed postage pre-paid Business Reply Envelope.

The Company has appointed Mr. Pankaj Trivedi, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot thereto in accordance with the provisions of the Act. Mr. Pankaj Trivedi (Practicing Company Secretary), had submitted his report on the November 21, 2020.

The details of the voting pattern are given below:

Sr. No.	Description	Ballots/ E-voting	No. of Shares	Percentage (%)
Special Resolution				
1	Votes in favour	36	18,01,764	99.72
2	Votes against	11	5,051	0.28
3	Invalid Votes	0	0	0.00

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, 2021, 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 2020-21, 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/-
Raghvendra Kumar
Whole Time Director
DIN: 08126531**

**Sd/-
Dipti Yelve
Director
DIN: 07148169**

**Place: Mumbai
Date: 01.07.2021**

Annexure I

FORM NO. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

(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.
204 B-Wing, New Prabhat SRA CHS LTD,
Chikuwadi, Plot-115, Next to Bisleri Factory,
W. E, Highway, Andheri (East)
Mumbai- 400066

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ESAAR (INDIA) LTD.** (hereinafter called "**the Company**") CIN: L67120MH1951PLC222871. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 complied with the statutory provisions of the applicable acts listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2021 according to the 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 Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 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"), viz:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- vi. The Non-Banking Financial Companies Directions, Guidelines and Circulars issued by the Reserve Bank of India. The Company is generally regular in filing the Returns with RBI. Further, I have been informed by the Management that the most of the RBI compliances are not applicable to the company as the current NBFC type of the Company is “Non Deposit taking Non-Systemically Important Non-banking Finance Company”.

As per the representations made by the management and relied upon by me, during the period under review, provisions of the following regulations were not applicable to the Company:

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share based Employee Benefits) Regulations, 2014;
- c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- e) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018;

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India;
- b) The Listing Agreement entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above **except** the following.

- a) Intimation for Closure of Trading Window as per SEBI (Prohibition of Insider Trading) Regulations, 2015 for the quarter ended 30th June, 2019 was given to BSE Limited as on 9th April, 2020;
- b) Company has not published/advertised Notice of Board Meetings held on 15th September, 2020 & 14th February, 2020 and the Company also not published/advertised the Financial Result for the Quarter ended 30th June, 2020.

- c) Disclosure under Regulation 74(5) of the SEBI (DP) Regulations, 2018 relating to disclosure of Certificate from Registrar and share transfer Agent, the Company did not make this disclosure inadvertently for the quarter ended 31st March, 2020.
- d) Compliance officer of the Company Ms. Meghana Ekanth Kashte was resigned on 31st October, 2020. Company has not appointed new Compliance officer in the financial year ended 31st March, 2021. The Company has appointed Ms. Nidhi Agarwal as a Compliance officer on 29th April, 2021 but she also resigned from the post due to personal reasons on 04th May, 2021. However Company has appointed new Compliance officer Ms. Disha Haresh Shah on 13th August, 2021.

I further report that :

The Board of Directors of the Company is duly 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, Committee Meetings, Agenda and detailed notes on agenda were sent well 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. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I also report that the DIN of the two directors of the Company are deactivated due to non-filing of DIR-3KYC, details of the same are given below:

Sr. No.	Name of the Director	DIN	Date of appointment
1.	Mr. Mehulkumar Harishkumar Kadiya	07591755	25/07/2016
2.	Ms. Narmadaben Ratilal Patel	07697346	10/01/2017

I further report that based on the information provided and the representation made by the Company Secretary, taken on record by the Board of Directors of the Company, in my opinion, 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.

For **Mamta Devpura & Associates**
Company Secretaries

[CS Mamta Devpura]
Proprietor

M. No. : ACS 51792

COP No.: 19242

UDIN : A051792C000893701

Place : Mumbai

Date : 3rd September 2021

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 I' to Secretarial Audit Report

To,
The Members,
ESAAR (INDIA) LTD.
204 B-Wing, New Prabhat SRA CHS LTD,
Chikuwadi, Plot-115, Next to Bisleri Factory,
W. E, Highway, Andheri (East)
Mumbai- 400066

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

1. Maintenance of secretarial records is the responsibility of 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 basis to ensure that correct facts are reflected in secretarial records. I believe that the processes 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 the Management Representation about the compliance of laws, rules, regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. I have not carried out the physical verification of any records due to prevailing conditions of COVID-19 in the country. I have relied on the records as made available by the Company through digital mode as well as I have also relied on the Management representation made by the Company.

For **Mamta Devpura & Associates**
Company Secretaries

[CS Mamta Devpura]
Proprietor
M. No. : ACS 51792
COP No.: 19242
UDIN : A051792C000893701

Place : Mumbai
Date : 3rd September 2021

ANNEXURE - II**FORM NO. MGT.9
EXTRACT OF ANNUAL RETURN****As on the financial year ended on March 31, 2021****[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]****I. REGISTRATION AND OTHER DETAILS:**

CIN	L67120MH1951PLC222871
Registration Date	23/08/1951
Name of the Company	Esaar (India) Limited
Category / Sub-Category of the Company	Company Limited by Shares, Indian Non-Government Company
Address of the Registered Office and contact details	204 B-Wing, New Prabhat SRA CHS LTD, Chikuwadi, Plot-115, Next to Bisleri Factory, W. E, Highway Andheri East Mumbai - 400099 Tel No: 022 40676000 Email: esaarindialtd@gmail.com
Address of the Corporate office	101, First Floor, Western Edge I, Kanakia Spaces, Western Express Highway, Borivali (East) Mumbai 400066 Contact No. 022 40676000
Whether listed company	Listed
Name, address and contact details of Registrar and Transfer Agent, if any	Purva Share Registry (India) Pvt. Ltd 9 Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hosp., Lower Parel (E), Mumbai-400011 022-23016761/8261 E-Mail: support@purvashare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -			
Sr. No	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Financial, Investment and Share Trading	9971	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

SR. NO	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

a. Category wise Shareholding:

Category of Shareholders	No of Shares held at the beginning of year (as on April 01, 2020)				No of Shares held at the end of year (as on March 31, 2021)				% Change
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individuals/HUF	634688	0	634688	3.10	634688	0	634688	3.10	0.00
(b) Central Govt	0	0	0	0	0	0	0	0	0
(c) State Govt(s)	0	0	0	0	0	0	0	0	0
(d) Bodies Corp.	0	0	0	0	0	0	0	0	0
(e) Banks / FI	0	0	0	0	0	0	0	0	0
(f) Any Other....	0	0	0	0	0	0	0	0	0
Sub Total (A)(1):	634688	0	634688	3.10	634688	0	634688	3.10	0.00
(2) Foreign									
(a) NRI Individuals	0	0	0	0	0	0	0	0	0
(b) Other Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other....	0	0	0	0	0	0	0	0	0
Sub Total (A)(2):	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	634688	0	634688	3.10	634688	0	634688	3.10	0.00
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks FI	3,153	0	3,153	0.02	200	0	200	0.00	(0.02)
(c) Central Govt	0	0	0	0	0	0	0	0	0
(d) State Govt(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Cos.	0	0	0	0	0	0	0	0	0
(g) FIIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):	3,153	0	3,153	0.02	200	0	200	0.00	(0.02)
(2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	0	0	0	0	0	0	0	0	0
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals									
(i) Individual	39,38,407	2,79,09	42,17,499	20.63	38,63,103	2,79,09	41,42,195	20.2	(0.37)

shareholders holding nominal share capital upto Rs. 2 lakh		2				2		6	
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1,01,64,677	1,22,500	1,02,87,177	50.32	1,07,08,414	1,22,500	1,08,30,914	52.98	2.66
(c) Others (specify)									
Bodies Corporate	30,02,517	321574	3324091	16.26	28,42,970	3,21,574	31,64,544	15.48	(0.78)
Clearing Members	1,60,966	0	1,60,966	0.79	58,359	0	58,359	0.29	(0.50)
Non-Resident Individuals	49,186	0	49,186	0.24	55,110	0	55,110	0.27	0.03
* Hindu Undivided Family	17,63,990	1,750	17,65,740	8.64	15,56,490	0	15,56,490	7.61	(1.03)
Sub-total (B)(2):	1,90,79,743	7,24,916	1,98,04,659	96.88	1,90,82,696	7,24,916	1,98,07,612	96.89	0.01
Total Public Shareholding (B) = (B)(1)+(B)(2)	1,90,82,896	7,24,916	19807812	96.90	1,90,82,896	7,24,916	19,807,812	96.90	0.00
C. TOTAL SHARES held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A + B + C)	1,97,17,584	7,24,916	2,04,42,500	100	0	7,24,916	2,04,42,500	100	0

b. Share Holding of Promoters:

Sr No.	Share Holder's Name	No of Shares held at the beginning of year (as on April 01, 2020)			No of Shares held at the end of year (as on March 31, 2021)			% change in share holding during the year
		No of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of Total Shares of the company	% of Shares Pledged / Encumbered to total shares	
1	DHEERAJ SHAH	6,34,688	3.10	0.00	6,34,688	3.10	0.00	0.00

c. Change in Promoter's Shareholding (Specify if there is no change)

There was no change in the shareholding of promoters during the F.Y. 2020-2021

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

SL No.	Share Holder's Name	Share Holding at the beginning of the year (as on April 01, 2020)		Cumulative Share Holding at the end of the year 31.03.2021	
		No of Shares	% of Total Shares of the Company	No. of Shares	% change in shareholding during the year
1	Hemendra V Shah (HUF)	8,90,000	4.35	7,39,903	3.62
2	Parag Rameshchandra Malde	7,95,661	3.89	7,95,661	3.89
3	Swarup Guchhait	7,80,217	3.82	8,69,399	4.25
4	Dimple Premkumar Sheth	7,39,766	3.62	5,44,766	2.66
5	ANKITA HEMENDRA SHAH	4,40,605	2.16	4,40,605	2.16
6	BHARATI ARVIND SHAH	4,00,000	1.96	4,00,000	1.96
7	VILOHIT PROPERTY PRIVATE LIMITED	3,70,000	1.81	3,70,000	1.81
8	RAJHANS MANOHAR PACHANGRE	3,60,000	1.76	3,55,000	1.74
9	PRABHA VISHWAMANI TIWAR	3,15,381	1.54	3,15,381	1.54
10	HARIKRISHNA KISHORE	1,00,000	0.49	3,28,254	1.61

e. Shareholding of Directors and Key Managerial Personnel:

Sr No.	Name of Directors & KMP	Shareholding at the beginning of the year		Date wise Increase/ (Decrease) in Shareholding during the year specifying the reason for increase / decrease			Shareholding at the end of the year	
		No. of Shares	% of total shares of the	Date	No. of Shares	Reason	No. of Shares	% of total shares of the
1.	Mr. Raghvendra Kumar	0	0.00	-	-	-	-	0.00
2.	Mrs. Dipti Yelve	0	0.00	-	-	-	-	0.00
3.	Mrs. Narmada Patel	0	0.00	-	-	-	-	0.00
4.	Mr. Mehul Kadiya	0	0.00	-	-	-	-	0.00
5.	Mr. Mehul Hasmukh							
6.	Ms. Meghana Kashte	0	0.00	-	-	-	-	0.00

V. INDEBTEDNESS:**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i)Principal Amount	18,43,25,615	96,09,086	-	19,39,34,701
ii)Interest due but not paid	45,49,310	--	-	45,49,310
iii)Interest accrued but not due	--	--	-	--
Total (i+ii+iii)	18,88,74,925	96,09,086	-	19,84,84,011
Change in Indebtedness during the financial year				
i) Addition	53,49,268	24,63,51,34	-	21,57,00,615
ii) Reduction	14,43,25,615	7	-	14,43,25,615
		--		
Net Change	13,89,76,347	24,63,51,34	-	36,00,26,230
		7		
Indebtedness at the end of the financial year				
i)Principal Amount	4,63,00,000	25,59,60,43	-	30,22,60,434
ii)Interest due but not paid	35,98,578	4	-	35,98,578
iii)Interest accrued but not due	-	--	-	--
		--		
Total (i+ii+iii)	4,98,98,578	255960434	-	30,58,59,012

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**a. Remuneration to Managing Director, Whole-Time Directors And/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Raghvendra Kumar WTD	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	7,56,551	7,56,551
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, please specify	-	-
	Total (A)	7,56,551	7,56,551

b. Remuneration to Other Directors: NIL

c. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Ms. Meghana Kashte* Company Secretary & Compliance Officer	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	92,924	-	92,924
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	92,924	-	92,924/-

*Ms. Meghana Kashte resigned from the post of Company Secretary & Compliance Officer with effect from October 31, 2020.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: Nil

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT / Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

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

Sd/-
Raghendra Kumar
Whole Time Director
DIN: 08126531

Sd/-
Dipti Yelve
Director
DIN: 07148169

Place: Mumbai
Date: 01.07.2021

Annexure III

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	
Raghvendra Kumar	1.73
Non- Executive Directors	
Dipti Yelve Shashank	-
Mehulkumar Kadiya	-
Mehul Shah	-

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	
Raghvendra Kumar	42.83
Non- Executive Directors	
Dipti Yelve Shashank	-
Mehulkumar Kadiya	-
Mehul Shah	-

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 3 employees as of March 31, 2021.

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, 2021. 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 2020-21. 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 disbursements 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.

OPPORTUNITIES & 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/-****Raghvendra Kumar
Whole Time Director
DIN: 08126531****Sd/-****Dipti Yelve
Director
DIN: 07148169****Place: Mumbai****Date: 01.07.2021**

CORPORATE GOVERNANCE REPORT

The report on Corporate Governance is prepared for the financial year ended March 31, 2021 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, 2021, the Company has Six Directors comprising four Non-Executive Directors, One Executive Directors 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, 2021 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	--	--	--	--	--

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. Mehul Shah (DIN: 00338356) as a Non- Independent Non-Executive Director of the Company w.e.f July 29, 2020 and Mr. Raghvendra Kumar (DIN: 08126531) was re-appointed as Whole Time Director at Annual General Meeting held on September 29, 2020, as he was retiring by rotation and being eligible, offered himself for re-appointment.

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 29, 2020. 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 2020-21 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 June 26, 2020, July 29, 2020, August 28, 2020, September 15, 2020, November 12, 2020, January 09, 2021, February 01, 2021 and February 13, 2021.

Details of Directors attendance at Board Meetings and at the last Annual General Meeting (AGM) held on September 29, 2020 are given in the following table:

Name of Director	Board Meetings		Attended Last AGM
	Held during their tenure	Attended	
Mr. Raghvendra Kumar	8	8	Yes
Mr. Mehul kumar Kadiya	8	7	Yes
Ms. Narmadaben Patel	8	5	No
Mrs. Dipti Yelv	8	8	Yes
Mr. Mehul Shah	6*	6	Yes

Mr. Mehul Shah was appointed w.e.f July 29, 2020 as Non-executive, Non- Independent Director of the Company.

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, 2021.

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:

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

Skills:

- Strategic thinking and decision making
- Interpersonal skills;
- Leadership;
- 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	7
Mr. Raghvendra Kumar	Member	7
Mr. Mehul Kumar Kadiya	Member	6

The Audit Committee met 7 times during the Financial Year 2020-21 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 June 29, 2020, July 29, 2020, August 28, 2020, September 15, 2020, November 12, 2020, February 01, 2021 and February 13, 2021.

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 68th Annual General Meeting of the Company held on September 29, 2020.

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	2
Mrs. Narmada Patel	Member	2
Mr. Mehul Kumar Kadiya	Member	2

The Nomination and Remuneration Committee met Twice during the Financial Year 2020-21 i.e on November 12, 2020 and July 29, 2020. The necessary quorum was present for both the meetings.

The Chairman of the Nomination & Remuneration Committee, Mrs. Dipti Yelve was present at the 68th Annual General Meeting of the Company held on September 29, 2020.

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 2020-21, are as under:

Sr No	Name and designation	Sitting Fees for attending Board & Committee Meetings	Salary & Perquisites	Incentive/ Bonus	Total
1.	Mr. Raghvendra Kumar- Whole Time Director	-	7,56,551	-	

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	3
Mr. Raghvendra Kumar	Member	3
Mr. Mehul Kumar Kadiya*	Member	2*
Mr. Mehul Shah*	Member	1*

Mr. Mehul Kumar Kadiya stepped down as member of Committee and Mr. Mehul Shah was appointed as member of Committee with effect from November 12, 2020.

The Stakeholders' Relationship Committee met thrice during the Financial Year 2020-21. The necessary quorum was present for all the Meetings. Stakeholders Relationship Committee Meetings were held on August 28, 2020, November 12, 2020 and February 13, 2021.

The Chairman of the Stakeholder Relationship Committee, Mrs. Dipti Yelve was present at the 68th Annual General Meeting of the Company held on September 29, 2020.

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, 2021. No requests for transfer and for dematerialization were pending for approval as on 31st March, 2021.

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
68 th 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,
67 th 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	-
66 th AGM	29/09/2018 4.00 P.M.	2 nd Floor, Indoor Badminton Court, Western Edge I, Western Express Highway, Borivali East, Mumbai - 400066	-

Extra Ordinary General Meeting:

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

Postal Ballot

During the year 2020-21, members of the Company have approved for the Reduction of Equity Share Capital of the Company (Special Resolution) by requisite majority, by means of Postal Ballot dated November 21, 2020, including Electronic Voting (e-voting).

The Postal Ballot Notice dated October 22, 2020 along with the Postal Ballot Form was sent in the electronic form to the members whose email addresses were registered with the Company / respective Depository Participants. In case of physical shareholding, copies of the Postal Ballot Notice along with Postal Ballot Form were sent in physical, by permitted mode along with self-addressed postage pre-paid Business Reply Envelope.

The Company has appointed Mr. Pankaj Trivedi, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot thereto in accordance with the provisions of the Act. Mr. Pankaj Trivedi (Practicing Company Secretary), had submitted his report on the November 21, 2020.

The details of the voting pattern are given below:

Sr. No.	Description	Ballots/ E-voting	No. of Shares	Percentage (%)
Special Resolution				
1	Votes in favour	36	18,01,764	99.72
2	Votes against	11	5,051	0.28
3	Invalid Votes	0	0	0.00

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 esaarindia ltd@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.

Ms. Mamta Devpura, Practicing Company Secretaries, have certified that the Company has complied with the mandatory requirements as stipulated under the Listing Regulations.

Ms. Mamta Devpura, 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.

However, Mr. Mehal Kadiya and Mrs. Narmadaben Patel have not complied with provision related to DIR-3 KYC.

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	Monday, September 27, 2021 at 12.00 noon 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 2021-22 1st Quarter ending June 30, 2021 2nd Quarter ending September 30, 2021 3rd Quarter ending December 31, 2021 Annual Result for the year ended March 31, 2022	Declared on 14 th August, 2021 To be Declared on 21 st November, 2021 To be Declared on 14 th February, 2022 To be Declared on 29 th May, 2022
c)	Registered Office	204 B-Wing, New Prabhat SRA CHS LTD, Chikuwadi, Plot-115, Next to Bisleri Factory, W. E, Highway Andheri East Mumbai 400099
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 – 400011 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.

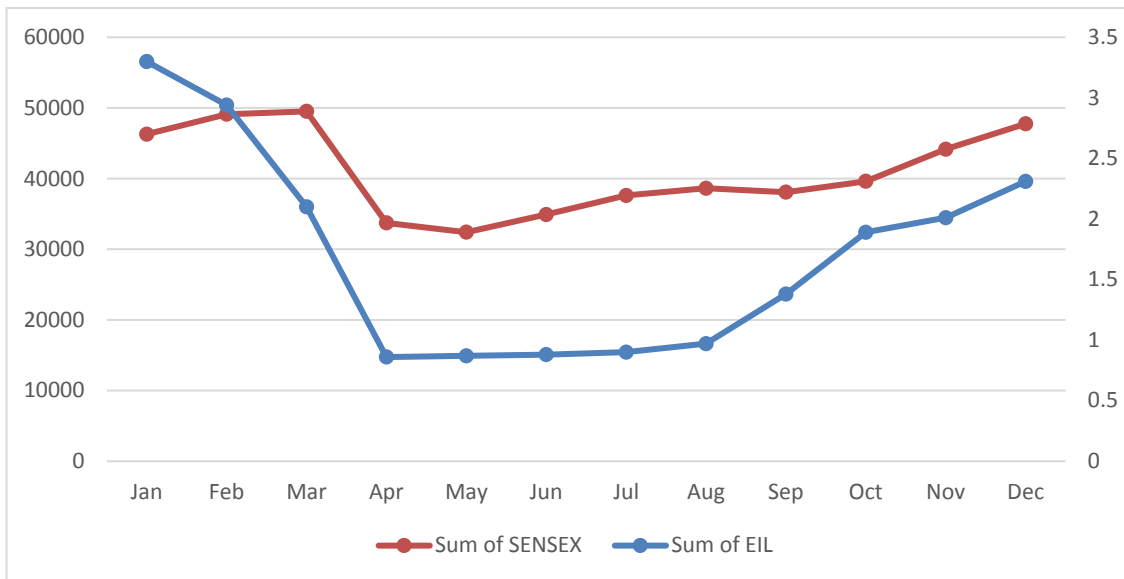
In case of shares held in physical form, all transfers are completed within 15 days from the date of receipt of complete documents. As at 31st March, 2021 there were no Equity Shares pending for transfer. Also, there were no Demat requests pending as on 31st March, 2021.

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 2020	0.86	0.85	0.86	1,871
May 2020	0.87	0.86	8.87	2,775
June 2020	0.88	0.86	0.88	53,507
July 2020	0.91	0.88	0.9	14,551
August 2020	0.97	0.91	0.97	2,00,476
September 2020	1.38	0.98	1.38	4,38,773
October 2020	1.9	1.4	1.89	5,71,486
November 2020	2.37	1.92	2.01	4,00,292
December 2020	2.31	1.82	2.31	12,07,469
January 2021	3.3	2.35	3.3	4,62,892
February 2021	3.82	2.94	2.94	6,11,522
March 2021	2.89	2.1	2.1	2,09,246



Distribution of Shareholding as on 31st March, 2021

No. of shares held	No. of shareholders	% of total shareholders	In Rs.	% of total shares
Up to 5000	5,577	78.59	71,73,430	3.51
5,001 - 10,000	547	7.71	45,61,630	2.23
10,001 - 20,000	339	4.78	51,08,000	2.50
20,001 - 30,000	147	2.07	37,30,740	1.82
30,001 - 40,000	56	0.79	20,01,710	0.98
40,001 - 50,000	71	1.00	33,72,620	1.65
50,001 - 1,00,000	121	1.71	90,16,410	4.41
1,00,001 and above	238	3.35	16,94,60,460	82.90
TOTAL	7,096	100.00	20,44,25,000	100

Shareholding Pattern (Category wise) as on 31st March, 2021

Sr. No	Category of Shareholders	Total Holding	% of Total Holding
1	Resident Individuals	1,49,73,109	73.24
2	Financial Institution	200	0.00
3	Bodies Corporate	31,64,544	15.48
4	Clearing Members	58,359	0.29
5	Promoter	6,34,688	3.10
6	Non-Resident Indian	55,110	0.27
7	Hindu Undivided Family (HUF)	15,56,490	7.61
	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 2020-21. Requisite declaration signed by Mr. Raghvendra Kumar, Director to this effect is given below.

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, 2020.

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 2020-21 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.esaarindia.wordpress.com.
- 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 (Prevention, Prohibition & Redressal) Act, 2013. The Company has not received any complaints during the FY 2020-21. The said policy has been put on the Company's website viz. <http://esaar.in/inv.html>.
- M/s. Mamta Devpura & Associates, Practising Company Secretaries have conducted Secretarial Audit of the Company for the Financial Year 2020-21. The Secretarial Audit Report forms part of the Director's Report.
- A certificate has been received from M/s. Mamta Devpura & 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 2020-2021.
- The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence as on March 31, 2021, 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, 2021.

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 2019-20 were in the ordinary course of business. No materially significant related party transactions have been entered into during financial year 2020-21 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 2020 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	<ul style="list-style-type: none"> • 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

				<ul style="list-style-type: none"> • Compliance Certificate • Risk Assessment & Management • Performance Evaluation of Independent Directors
2	Audit Committee	18	Yes	<ul style="list-style-type: none"> • Composition • Meeting of Audit Committee • Role of Audit Committee and review of information by the Committee
3	Nomination & Remuneration Committee	19	Yes	<ul style="list-style-type: none"> • Composition • Role of the Committee • Meeting of Nomination & Remuneration Committee • Role of Nomination & Remuneration Committee
4	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> • Composition • Role of the Committee • Meeting of Stakeholders Relationship Committee • Role of Stakeholders Relationship Committee
5	Risk Management Committee	21	NA	<ul style="list-style-type: none"> • The Company is not in the list of top 500 listed entities by market capitalization
6	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> • Formulation of Vigil Mechanism for Directors and employees • Direct access to Chairperson of Audit Committee
7	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • The Company does not have any subsidiary
9	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • Compliance with discretionary requirements • Filing of quarterly compliance report on Corporate Governance
12	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> • 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 <ul style="list-style-type: none"> • Policy on dealing with Related Party Transactions • Policy for determining material subsidiary • Details of familiarization programmes imparted to Independent Directors
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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, Mr. Raghvendra Kumar as Whole-Time director of the Company, hereby confirm that, the Company has in respect of the year ended March 31, 2021, 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/-
Raghvendra Kumar
(Director)
DIN: 08126531

Place: Mumbai
Date: 01/07/2021

CEO/CFO COMPLIANCE CERTIFICATION***Compliance Certificate under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015***

We, Ragvendra Kumar, Director and Ms. Shruti Joshi, Chief Financial Officer do hereby certify to the Board that in respect to the Financial Year ended on March 31, 2021.

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.

Ragvendra Kumar
Whole-time Director
DIN: 08126531

Shruti Joshi
Chief Financial Officer

Date: 01.07.2021
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 31stMarch, 2021. 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 Mamta Devpura & Associates

Practising Company Secretaries

**Mamta Devpura
(Proprietor)
Membership number: A51792
COP: 19242
UDIN : A051792C000894106**

**Place: Mumbai
Date: 01.09.2021**

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.
204 B-Wing, New Prabhat SRA CHS Ltd,
Chikuwadi, Plot-115, Next to Bisleri Factory,
W. E, Highway Andheri East, Mumbai – 400099

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 204 B-Wing, New Prabhat SRA CHS Ltd, Chikuwadi, Plot-115, Next to Bisleri Factory, W. E, Highway Andheri East, Mumbai – 400099 (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, 2021 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 except two directors whose DIN is Deactivated due to non-filing of DIR-3KYC.

Sr. No.	Name of the Director	DIN	Date of appointment in Company
1.	Mr. Mehul Hasmukh Shah	00338356	29/07/2020
2.	Ms. Dipti Yelve Shashank	07148169	04/11/2018
3.	Mr. Raghvendra Kumar	08126531	14/05/2018

Below are the two Directors, whose DIN deactivated due to non-filing of DIR-3KYC:

Sr. No.	Name of the Director	DIN	Date of appointment in Company
1.	Mr. Mehulkumar Harishkumar Kadiya	07591755	25/07/2016
2.	Ms. Narmadaben Ratilal Patel	07697346	10/01/2017

Note:

1. Mr. Vaibhav Shastri has been appointed as an Additional Director w.e.f. 29th April, 2021.

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 **MAMTA DEVPURA & ASSOCIATES**
Company Secretaries

[CS MAMTA DEVPURA]
PROPERITOR

M. No. : A51792

COP No.: 19242

UDIN: A051792C000894172

Place: Mumbai

Date: 3rd September, 2021

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 accompanying financial statements of **ESAAR (INDIA) LIMITED** (“the **Company**”), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the financial statements”).

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, 2021, 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 of the financial statements 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 on the financial statements.

Emphasis of Matter

Without qualifying our report attention is invited to note no. 34 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.

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 determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
<p><u>Evaluation of Uncertain Tax Positions</u></p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgement to determine the possible outcome of these disputes.</p>	<p><u>Principal Audit Procedures</u></p> <p>Obtained details of complete tax assessments and demands for the year ended 31st March 2021 from management. We involved our internal experts to review the management's underlying assumptions in estimating the tax provision and the possible outcome of these disputes. We also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions.</p>
<p><u>Related Party Disclosure</u></p> <p>Completeness in identification, accounting and disclosure of related party transactions in accordance with the applicable laws and financial reporting framework.</p> <p>Refer Note 25 & 34 to the Financial Statements</p>	<p><u>Principal Audit Procedures</u></p> <p>We have assessed the systems and processes laid down by the company to appropriately identify, account and disclose all material related party transactions in accordance with applicable laws and financial reporting framework.</p> <p>We have designed and performed audit procedures in accordance with the guidelines laid down by ICAI in the Standard on Auditing (SA 550) to identify, assess and respond to the risks of material misstatement arising from the entity's failure to appropriately account for or disclose material related party transactions which includes obtaining necessary approvals at appropriate stages of such transactions as mandated by applicable laws and regulations.</p>

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

The Company's Management is responsible for the preparation of the other information. The other information comprises the information included in management analysis, company performance 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 in the 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.

Management's Responsibility for the Financial Statements

The Management of the Company 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 including other comprehensive income and changes in equity (reserves) of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting

frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management of Company 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 the Management of Company either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Management of Company are 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 financial controls 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 financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The comparative financial information of the Company for the year ended 31st March 2019 and the related transition date opening balance sheet as at 1st April 2018 included in these financial statements, have been prepared after adjusting previously issued financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 to comply with Ind AS.

Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" 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, based on our audit 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 including other comprehensive income and Statement of Changes in Equity (reserves) dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014 except the impact of transition provided in the opening reserves as at 1st April 2018.
 - e. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**", and
 - f. 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 the impact of pending litigations on its financial position in its financial statements. **Refer Note 29** to the 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.

FOR HARISH ARORA & ASSOCIATES

Chartered Accountants

FRN :015226C

HARISH ARORA

Partner

Membership No. 407420

UDIN: **21407420AAAABS2642**

Place: Mumbai

Date : 01/07/2021

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, 2021)

- i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) According to the information and explanations given to us, physical verification of property, plant & equipment is being conducted in a phased manner by the management including intangible assets over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and nature of its business and no material discrepancies were noticed on such verification to the extent verification was made during the year.
- (c) The Company does not have any immovable properties of freehold or leasehold land and building and hence reporting under clause (i) (c) of the CARO 2016 is not applicable.
- ii) As explained to us, the financial instruments held as inventories are in dematerialized form except shares of some private limited companies held in share certificate form.
- iii) The Company has complied with the provision of section 189 of the act in respect of loans granted by company.
- iv) In our opinion and according to the information and explanation given to us, there are no loans, investments, guarantees, and securities given in respect of which provisions of section 185 and 186 of the Act are applicable and hence not commented upon.
- v) According to the information and explanations given to us, the Company has not accepted any deposits from public during the year within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014 and rules framed thereunder as applicable.
- Having regard to the nature of the Company's business / activities, reporting under clause (vi) CARO 2016 is not applicable.
- vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, except for dues in respect of income tax, sales tax, value added tax and professional tax, the Company is regular in depositing undisputed statutory dues, including duty of customs, duty of excise, cess and other material statutory dues, as applicable with the appropriate authorities. As explained to us the company did not have any dues on account of any sales tax, wealth tax & duty of customs, value added tax, employee state insurance and duty of excise.
- (b) According to the information and explanations given to us, the particulars of Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise and Value Added Tax, Goods & Service Tax which have not been deposited on account of dispute are as under:

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	94,45,062
The Income Tax Act, 1961	Income Tax	CIT Appeals	A.Y. 2016-17	58,94,648

- viii) According to the records of the Company examined by us and the information and explanations given to us, the Company has defaulted in repayment of loans or borrowings to financial institutions, banks or government. The Company has not issued any debentures.
- ix) Based upon the audit procedures performed and the information and explanation given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us by the management, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii) Provisions of clause no. (xii) of the Order regarding Nidhi Company is not applicable to the Company;
- xiii) According to the records of the Company examined by us and the information and explanations given to us during the year, the related party transactions have been entered at arm's length basis in ordinary course of business and are in compliance with section 177 and 188 of the Companies Act, 2013 and have been disclosed in the Financial Statements.
- xiv) Based on our examinations and the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, provision of clause no. (xiv) is not applicable to the Company.
- xv) The Company has not entered into any non-cash transactions with directors or persons connected with him as envisaged under section 192 of the Act.
- xvi) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained the registration.

FOR HARISH ARORA & ASSOCIATES

Chartered Accountants
FRN :015226C

HARISH ARORA

Partner
Membership No. 407420
UDIN: 21407420AAAABS2642

Place: Mumbai
Date : 01/07/2021

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ESAAR (INDIA) LIMITED LIMITED

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, 2021 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 unauthorised 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, 2021, 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

UDIN: 21407420AAAABS2642

HARISH ARORA

Partner

Membership No. 407420

Place: Mumbai

Date: 01/07/2021

Esaar (India) Limited
Balance Sheet as at 31st March 2021

(Amount in Rs.)

Particulars	Note No.	As at 31 March, 2021	As at 31 March, 2020
I ASSETS			
1 Financial Assets			
(a) Cash and cash equivalents	1	17,22,456	62,43,972
(b) Receivables		-	-
(I) Trade Receivables	2	14,85,36,032	12,90,026
(II) Other Receivables - Derivatives		-	11,03,29,834
(c) Loans	3	30,58,59,012	19,84,84,011
(d) Investments	4	11,01,02,647	18,13,75,875
(e) Other Financial assets	5	-	4,00,000
(f) Inventories	6	86,31,727	48,22,947
Total Financial Assets		57,48,51,874	50,29,46,664
2 Non-Financial Assets			
(a) Current tax assets (Net)	7	43,33,843	65,39,384
(b) Deferred tax Assets (Net)	8	1,58,48,336	1,58,48,336
(c) Property, Plant and Equipment	9	56,597	20,838
Total Non-Financial Assets		2,02,38,776	2,24,08,558
TOTAL ASSETS		59,50,90,650	52,53,55,222
II LIABILITIES AND EQUITY			
1 LIABILITIES			
Financial Liabilities			
(b) Trade Payables	10	5,56,40,266	7,84,12,194
1.Total Outstanding dues of MSE		-	-
2.Total Outstanding dues of Creditors other than MSE		5,56,40,266	7,84,12,194
(c) Borrowings	11	29,58,98,795	24,99,90,657
(e) Other financial liabilities	12	9,12,547	8,04,421
Total Financial Liabilities		35,24,51,608	32,92,07,272
Non-Financial Liabilities			
(c) Provisions	13	-	38,15,354
(d) Other Non-Financial Liabilities	14	4,89,63,515	4,88,98,881
Total Non-Financial Liabilities		4,89,63,515	5,27,14,235
2 EQUITY			
(a) Equity share capital	15	20,44,25,000	20,44,25,000
(b) Other Equity	16	(1,07,49,473)	(6,09,91,285)
Total Equity		19,36,75,527	14,34,33,715
TOTAL LIABILITIES AND EQUITY		59,50,90,650	52,53,55,222

As per our report of even date attached

1-35

Harish Arora & Associates

FRNo. 015226C

Chartered Accountants

For and on behalf of the Board of Directors

Harish Arora

Partner

Membership No. 407420

Raghvendra Kumar

Whole Time Director

DIN: 08126531

Dipti Yelve

Independent Director

DIN: 07148169

Place : Chittorgarh

Date : 01/07/2021

UDIN: 21407420AAAABS2642

Shruti Joshi

Chief Financial Officer

Esaar (India) Limited
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31,2021

(Amount in Rs.)

Particulars		Note No.	For the year ended 31 March, 2021	For the year ended 31 March, 2020
	Revenue from Operations			
	Interest Income	17	13,45,70,148	2,70,50,549
	Sale of Shares and Securities (Net)	18	8,48,30,248	9,21,72,191
I	Total Revenue from operations		21,94,00,396	11,92,22,740
II	Other income	19	15,87,61,039	10,38,08,277
III	Total Revenue		37,81,61,435	22,30,31,017
	Expenses:			
	Finance Cost	20	2,67,12,644	70,71,856
	Impairment on financial instruments		-	-
	Net loss /(gain) on fair value changes		-	-
	Changes in Inventory of Shares and Securities		1,25,72,964	8,84,24,593
	Employee Benefits Expenses	21	12,85,307	9,82,883
	Depreciation & amortization expenses	9	2,801	-
	Other Expenses	22	31,90,49,920	12,41,43,275
IV	Total Expenses		35,96,23,636	22,06,22,607
V	Profit/(Loss) before exceptional items and tax (III-IV)		1,85,37,800	24,08,411
VI	Exceptional Items		-	-
VII	Profit/(Loss) before tax (V -VI)		1,85,37,800	24,08,411
VIII	Tax expenses:			
	(1) Current tax			
	of Current year		30,75,573	4,45,556
	of Earlier years		-	-
	(2) Deferred tax		-	1,57,88,702
IX	Profit/(Loss) for the period (VII-VIII)		1,54,62,227	1,77,51,557
X	Other Comprehensive Income			
	A. (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	B. (i) Items that will not be reclassified to profit or loss		-	51,66,959
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	Total Comprehensive Income for the period (IX+X)		1,54,62,227	2,29,18,516
XI	Profit/(Loss) for the period (VII-VIII)		1,54,62,227	2,29,18,516
XII	Earning per equity share:	23		
	(1) Basic		0.76	0.87
	(2) Diluted		0.76	0.87

As per our report of even date attached

1-35

Harish Arora & Associates

FRNo. 015226C

Chartered Accountants

For and on behalf of the Board of Directors

Harish Arora

Partner

Membership No. 407420

Raghvendra Kumar

Whole Time Director

DIN: 08126531

Dipti Yelve

Independent Director

DIN: 07148169

Place : Chittorgarh

Date : 01/07/2021

UDIN: 21407420AAAABS2642

Shruti Joshi

Chief Financial Officer

Esaar (India) Limited
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2021

(Amount in Rs.)

Particulars	For the year ended	
	31 March, 2021	31 March, 2020
A Cash Flow From Operating activities:		
Profit before income tax :	1,85,37,800	24,08,411
Adjustments for:		
Deferred Tax Asset	-	1,57,88,702
Other Comprehensive Income	3,47,79,584	51,66,959
Fair Value Measurement - ECL	-	(3,11,47,792)
Operating Profit Before Working Capital Changes [I]	5,33,17,384	(77,83,720)
Adjustment for Working Capital Changes:		
Increase in Trade Payables and Other Liabilities	(2,64,79,155)	(83,27,458)
Decrease/(Increase) in Inventories	(38,08,779)	8,84,24,592
Decrease in Trade Receivable	(14,72,46,006)	(10,41,32,100)
(Increase) in Financial and Other Assets	29,54,833	(35,54,67,104)
Increase in Other Current Assets	26,05,541	(1,64,18,246)
Cash generated from Operations [II]	(17,19,73,568)	(39,59,20,316)
Income Taxes Paid [III]	(30,75,573)	(4,45,556)
Net Cash (outflow)/inflow from Operating Activities (A) [I+II+III]	(12,17,31,757)	(40,41,49,592)
B Cash Flows From Investing Activities		
(Investment in Shares)/ Sale of Shares	7,12,73,228	(8,99,94,132)
Investment in Fixed Assets	(35,759)	
Net Cash (outflow)/inflow From Investing Activities (B)	7,12,37,469	(8,99,94,132)
C Cash Flows From Financing Activities:		
Short Term Borrowings	4,59,72,772	47,02,76,627
Net Cash Inflow From Financing Activities (C)	4,59,72,772	47,02,76,627
Net increase (decrease) in cash and cash equivalents (A+B+C)	(45,21,516)	(2,38,67,097)
Cash and Cash Equivalents at the beginning of the financial year	62,43,972	3,01,11,069
Cash and Cash Equivalents at end of the year	17,22,456	62,43,972

As per our report of even date attached

Harish Arora & Associates

FRNo. 015226C

Chartered Accountants

For and on behalf of the Board of Directors

Harish Arora

Partner

Membership No. 407420

Raghendra Kumar

Whole Time Director

DIN: 08126531

Dipti Yelve

Independent Director

DIN: 07148169

Place : Chittorgarh

Date : 01/07/2021

UDIN: 21407420AAAABS2642

Shruti Joshi

Chief Financial Officer

Other Equity					(Amount in Rs.)
Particulars	Reserve & Surplus				Total
	Share Premium	Retained Earnings	Statutory Reserves	OCI	
April 1, 2018	1,24,89,490	(7,07,66,036)	20,52,179	-	(5,62,24,367)
Profit for the year	-	31,23,468	-	-	31,23,468
Prior period items reversal	-	3,38,891	-	-	3,38,891
IND-AS Transition effects	-	-	-	20,53,036	20,53,036
Balance as at 31 March 2019	1,24,89,490	(6,73,03,677)	20,52,179	20,53,036	(5,07,08,972)
Profit for the year	-	1,77,51,557	-	-	1,77,51,557
Additions during the year	-	(3,32,00,828)	-	-	(3,32,00,828)
Transfer to Statutory Reserve	-	(35,50,311)	35,50,311	-	-
Other Comprehensive Income	-	-	-	51,66,959	51,66,959
Balance as at 31 March 2020	1,24,89,490	(8,63,03,260)	56,02,490	72,19,995	(6,09,91,284)
Profit for the year	-	1,54,62,227	-	-	1,54,62,227
Additions during the year	-	-	-	3,47,79,584	3,47,79,584
Transfer to Statutory Reserve	-	(30,92,445)	30,92,445	-	-
Other Comprehensive Income	-	-	-	-	-
Balance as at 31 March 2021	1,24,89,490	(7,39,33,478)	86,94,936	4,19,99,579	(1,07,49,473)

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(Amount in Rs.)

Note No.	Particulars	As at March 31, 2021	As at March 31, 2020																																																			
1	CASH & CASH EQUIVALENTS																																																					
	Balance With Banks in Current Accounts	16,23,654	52,46,170																																																			
	Cash on Hand	98,802	9,97,802																																																			
	Total	17,22,456	62,43,972																																																			
2	TRADE RECEIVABLES																																																					
	(I) Trade Receivables	14,85,36,032	12,90,026																																																			
	Secured, considered goods	-	-																																																			
	Unsecured, considered goods	14,85,36,032	12,90,026																																																			
	(II) Other Receivables	-	-																																																			
	Total	14,85,36,032	12,90,026																																																			
<p>Note 2.1. The average credit period ranges between 1 to 11 months.</p> <p>Note 2.2 The Company measures trade receivables at amortised cost. Trade receivables are measured at transaction price.</p> <p>Note 2.3. Expected credit loss on trade receivables: The Company applies the simplified approach for computation of expected credit loss on trade receivables as allowed under IndAS 109. The Company is recognizing lifetime expected credit loss for trade receivables, as applicable.</p> <p>Note 2.4. The carrying amount of trade receivables approximates the fair value because of their short term nature.</p>																																																						
3	LOANS																																																					
	Loans																																																					
	(a) Secured, Considered Good	4,98,98,579	18,88,74,925																																																			
	(b) Unsecured, Considered Good																																																					
	-Loans to Related Parties	13,960	13,66,500																																																			
	-Loans to others	55,71,04,492	19,72,17,940																																																			
	Provision for Standard Assets, Doubtful Assets & Loss Assets	(24,92,84,575)	(8,20,85,068)																																																			
	Unrealised Interest on NPA Accounts	(5,18,73,444)	(10,68,90,286)																																																			
	Total	30,58,59,012	19,84,84,011																																																			
<p>Note 3.1 There is no loan asset measured at FVOCI or FVTPL or designated at FVTPL.</p> <p>Note 3.2</p> <table border="1"> <tr> <td>Loans In India</td> <td>60,70,17,031</td> <td>38,74,59,365</td> </tr> <tr> <td>Loans outside India</td> <td>-</td> <td>-</td> </tr> <tr> <td>Less: Impairment allowances</td> <td>(24,92,84,575)</td> <td>(8,20,85,068)</td> </tr> <tr> <td>Less: Unrealised Interest on NPA Accounts</td> <td>(5,18,73,444)</td> <td>(10,68,90,286)</td> </tr> <tr> <td>Total</td> <td>30,58,59,012</td> <td>19,84,84,011</td> </tr> </table> <p>Note 3.3</p> <table border="1"> <tr> <td>Loan Secured by Tangible Assets</td> <td>4,98,98,579</td> <td>4,45,49,311</td> </tr> <tr> <td>Loan Secured by Intangible Assets</td> <td>-</td> <td>14,43,25,614</td> </tr> <tr> <td>Unsecured</td> <td>55,71,18,452</td> <td>19,85,84,440</td> </tr> <tr> <td>Less: Impairment allowances</td> <td>(24,92,84,575)</td> <td>(8,20,85,068)</td> </tr> <tr> <td>Less: Unrealised Interest on NPA Accounts</td> <td>(5,18,73,444)</td> <td>(10,68,90,286)</td> </tr> <tr> <td>Total</td> <td>30,58,59,012</td> <td>19,84,84,011</td> </tr> </table> <p>I) Underlying securities for the assets secured by tangible assets are property, machinery and book debts. II) Underlying securities for the assets secured by Intangible assets are Shares & Securities.</p> <p>Note 3.4</p> <table border="1"> <tr> <td>Exposure to Real Estate sector</td> <td>4,98,98,579</td> <td>4,45,49,311</td> </tr> <tr> <td>Exposure to Capital Market / Securities</td> <td>-</td> <td>14,43,25,614</td> </tr> <tr> <td>Others</td> <td>55,71,18,452</td> <td>19,85,84,440</td> </tr> <tr> <td>Less: Impairment allowances</td> <td>(24,92,84,575)</td> <td>(8,20,85,068)</td> </tr> <tr> <td>Less: Unrealised Interest on NPA Accounts</td> <td>(5,18,73,444)</td> <td>(10,68,90,286)</td> </tr> <tr> <td>Total</td> <td>30,58,59,012</td> <td>19,84,84,011</td> </tr> </table>				Loans In India	60,70,17,031	38,74,59,365	Loans outside India	-	-	Less: Impairment allowances	(24,92,84,575)	(8,20,85,068)	Less: Unrealised Interest on NPA Accounts	(5,18,73,444)	(10,68,90,286)	Total	30,58,59,012	19,84,84,011	Loan Secured by Tangible Assets	4,98,98,579	4,45,49,311	Loan Secured by Intangible Assets	-	14,43,25,614	Unsecured	55,71,18,452	19,85,84,440	Less: Impairment allowances	(24,92,84,575)	(8,20,85,068)	Less: Unrealised Interest on NPA Accounts	(5,18,73,444)	(10,68,90,286)	Total	30,58,59,012	19,84,84,011	Exposure to Real Estate sector	4,98,98,579	4,45,49,311	Exposure to Capital Market / Securities	-	14,43,25,614	Others	55,71,18,452	19,85,84,440	Less: Impairment allowances	(24,92,84,575)	(8,20,85,068)	Less: Unrealised Interest on NPA Accounts	(5,18,73,444)	(10,68,90,286)	Total	30,58,59,012	19,84,84,011
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Less: Unrealised Interest on NPA Accounts	(5,18,73,444)	(10,68,90,286)																																																				
Total	30,58,59,012	19,84,84,011																																																				
4	INVESTMENTS	11,01,02,647	18,13,75,875																																																			
	(Refer Note 5.1 & 5.2)																																																					
	Total	11,01,02,647	18,13,75,875																																																			
5	OTHER FINANCIAL ASSETS																																																					
	Other Security Deposits	-	4,00,000																																																			
	Total	-	4,00,000																																																			
6	INVENTORIES																																																					
	Stock In Trade - Shares & securities (Refer note 6.1)	86,31,727	48,22,947																																																			
	Total	86,31,727	48,22,947																																																			
7	OTHER TAX ASSETS (NET)																																																					
	GST Receivables	1,76,222	5,28,856																																																			
	Tax Deducted at Source	76,78,749	64,56,084																																																			
	Less: income tax provision	(35,21,128)	(4,45,556)																																																			
	Total	43,33,843	65,39,384																																																			
8	DEFERRED TAX LIABILITIES/(ASSETS) (NET)																																																					
	Opening Balance	1,58,48,336	59,634																																																			
	Add/ (Less): Fair Value through Profit & Loss	-	1,57,88,702																																																			
	Total	1,58,48,336	1,58,48,336																																																			
No Deferred Tax Assets/ (Liabilities) has been recognised for Equity Instruments designated at FVTOCI																																																						

(Amount in Rs.)

Note No.	Particulars	As at March 31, 2021	As at March 31, 2020
10	TRADE PAYABLES		
	Credit Balances of Clients	5,56,40,266	7,84,12,194
	Total	5,56,40,266	7,84,12,194
	Note 10.1: Note on disclosure under Micro, Small and Medium Enterprises Development (MSMED) Act, 2006		
	Based on the information available with the Company, there are no outstanding amount payable to creditors who have been identified as "suppliers" within the meaning of "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006" as at March 31, 2021 and March 31, 2020.		
11	BORROWINGS		
	Unsecured Loans (Unsecured loans are non interest bearing short term loans)	29,58,98,795	24,99,90,657
	Total	29,58,98,795	24,99,90,657
	There is no borrowings measured at FVTPL or designated at FVTPL.		
12	OTHER FINANCIAL LIABILITIES		
	Salary & Reimbursement	2,74,967	4,55,199
	Expenses payable	11,400	11,400
	Statutory Payables	6,26,180	3,37,822
	Total	9,12,547	8,04,421
13	PROVISIONS		
	Provision for Impairment - Derivatives	-	38,10,854
	Provision for Expenses	-	4,500
	Total	-	38,15,354
14	OTHER NON-FINANCIAL LIABILITIES		
	Security Deposits Payable	4,89,63,515	4,88,98,881
	Other Current Liabilities	-	-
	Other Payable	-	-
	Total	4,89,63,515	4,88,98,881
15	EQUITY SHARE CAPITAL		
	15.1 : Authorized, Issued, Subscribed and Paid Up		
	Authorized		
	2,15,00,000 Equity Shares of Rs. 10 each (Previous Year 2,15,00,000 Equity Shares of Rs. 10 each)	21,50,00,000	21,50,00,000
	Issued		
	2,04,42,500 Equity Shares of Rs.10 each (Previous Year 2,04,42,500 Equity Shares of Rs. 10 each)	20,44,25,000	20,44,25,000
	Subscribed & Paid up		
	2,04,42,500 Equity Shares of Rs.10 each fully paid (Previous Year 2,04,42,500 Equity Shares of Rs. 10 each)	20,44,25,000	20,44,25,000
	Add : Share Forfeiture	-	-
	Total	20,44,25,000	20,44,25,000
	15.2 Terms / rights attached to equity shares :		
	The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the board of directors and approved by the shareholders in the annual general meeting is paid in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.		
	15.3 Objective for managing capital: The Company maintains an actively managed capital base to cover risks inherent in the business and is meeting the capital adequacy requirements as prescribed by Reserve Bank of India (RBI).		
	Particulars	Opening	Addition/ Deletion
	Equity shares with voting rights		Closing Balance
	Year ended 31 March, 2020		
	- Number of shares	2,04,42,500	-
	- Amount (Rs.)	20,44,25,000	-
	Year ended 31 March, 2021		
	- Number of shares	2,04,42,500	-
	- Amount (Rs.)	20,44,25,000	-
	15.4: The Board of directors in their Board Meeting held on september 15, 2020 has approved the scheme of arrangement. The afforesaid scheme was later approved by the shareholders through postal Ballot declared on November 21, 2020 pursuant to section 66 and Section 230-232 of the companies Act, 2013 and regulations 37 of SEBI (Listing obligation and disclosure requirements) Regulation, 2015. The Company has received the observation Letter from the BSE Limited dated April 15, 2021 in this regard. The Company is yet to file the Scheme of Arrangement with Hnb'le National Company Law Tribunal, Mumbai bench. Pursuant to Scheme of arrangement the Accumulated Losses of the company shall be adjusted against the balance of Security Premium Account. The remaining unabsorbed losses shall be adjusted against the Share capital through cancellation of equivelenet number of Shares. The Pre & Post scenerio is as under Note 15.4.4.		

15.4.1	By the effective date and after securing necessary approvals and permissions, the accumulated losses of Rs.8,63,03,260/- (Rupees Eight Crore Sixty Three Lakhs Three Thousand Two Hundred and Sixty) will be set off to Share Premium Account to the extent of Rs.1,24,89,490/- (Rupees One Crore Twenty Four Lakh Eighty Nine Thousand Four Hundred and Ninety) and the Share Capital cancelled the extent of Rs. 7,38,13,770/- (Rupees Seven Crore Thirty Eight Lakhs Thirteen Thousand Seven Hundred and Seventy) with effect from the appointed date.
15.4.2.	The scheme seeks to reduce or otherwise alter the issued, subscribed and paid up share capital of the company and the same will therefore remain reduced as a result of the scheme, on the effective date and after securing necessary approvals and permissions the Company shall reduce its fully paid up equity share capital from Rs. 20,44,25,000 divided into 2,04,42,500 equity shares of Rs. 10/- each to Rs.13,06,11,230/- divided into 1,30,61,123 Equity Shares of Rs. 10/- each. The accumulated losses of Rs.8, 63,03,260/- will be set off to the extent of the share capital cancelled i.e Rs. 7,38,13,770 divided in 73,81,377 shares of Rs. 10/- each and Share Premium account to the extent of Rs.1,24,89,490/-.
15.4.3.	The Scheme seeks to provide further that no shareholder shall be entitled to a fraction of a share and all fractional entitlements resulting from the reduction shall be aggregated into whole shares and the number of shares so arising shall be held by a Trustee appointed by the Board, who shall dispose-off the said shares in the market at the best available price in one or more lots. The Trustee shall hold the net sale proceeds of all such shares after deducting there from all costs, charges and expenses of such sale and shall thereafter distribute such sale proceeds to the members of the Company in proportion to their entitlements.
15.4.4	The company is not intending to call for any additional amount from any of the existing shareholders after reduction of capital as per the present scheme.

Particulars of Scheme	Paid up Shares	Paid up value per share (Rs.)
Before Reduction	2,04,42,500	20,44,25,000/-
Reduction by (36.107996%)	73,81,377	7,38,13,770/-
After Reduction	1,30,61,123	13,06,11,230/-

The below table reflects the pre- reduction and post-reduction of Securities Premium Account of the Company against its Accumulated Losses:			
Particulars	Pre-reduction (Rs.)	Proposed Reduction (Rs.)	Post Reduction
Securities Premium Account	1,24,89,490	1,24,89,490	Nil
Profit and Loss (Dr.) i.e. Accumulated Losses	-8,63,03,260	8,63,03,260	Nil

16	OTHER EQUITY		
	Reserves & surplus		-
	Securities Premium	1,24,89,490	1,24,89,490
	Statutory Reserves	86,94,936	56,02,490
	Retained earnings	(7,39,33,478)	(8,63,03,260)
	Other Comprehensive Income (OCI)		
	-Fair Value of Equity Investments through OCI	4,19,99,579	72,19,995
	Total	(1,07,49,473)	(6,09,91,285)

Description of the nature and purpose of Other Equity :

Statutory reserve:

Statutory reserve represents reserve fund created pursuant to Section 45-IC of the RBI Act, 1934 through transfer of specified percentage of net profit every year before any dividend is declared. The reserve fund can be utilized only for limited purposes as specified by RBI from time to time and every such utilization shall be reported to the RBI within specified period of time from the date of such utilization.

Securities premium reserve:

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilized only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Retained earnings:

Retained earnings or accumulated surplus represents total of all profits retained since Company's inception. Retained earnings are credited with current year profits, reduced by losses, if any, dividend payouts, transfers to General reserve or any such other appropriations to specific reserves

(Amount in Rs.)

Note No.	Particulars	As at 31st March 2021	As at 31st March 2020
17	Interest Income		
	Interest on Loan	13,51,31,973	2,53,43,706
	Penal Interest Income	(5,61,825)	17,06,843
	Total	13,45,70,148	2,70,50,549
18	Sale of Goods & Services	8,33,14,587	9,14,82,191
	Sales of shares and securities (Net)	8,33,14,587	9,14,82,191
	Other revenue from Operations	15,15,661	6,90,000
	Total	8,48,30,248	9,21,72,191
19	OTHER INCOME		
	Dividend and commission Income	75,07,666	3,41,096
	Interest on income tax refund	-	28,509
	Other Income - Derivatives and Fair Values	-	10,34,38,672
	Other Income - Sundry Balances & Provision Written Back	15,12,53,373	-
	Total	15,87,61,039	10,38,08,277
20	FINANCE COST		
	Interest Expenses	2,67,12,044	70,62,139
	Bank Charges	600	9,717
	Total	2,67,12,644	70,71,856
	Note: Other than financial liabilities measured at amortized cost, there are no other financial liabilities measured at FVTPL.		
21	EMPLOYEE BENEFIT EXPENSES		
	Payment to Directors & KMP:		
	(i) Remuneration	12,85,307	9,80,843
	(ii) Staff Welfare Expenses	-	2,040
	Total	12,85,307	9,82,883
22	OTHER EXPENSES		
	Auditor's Remuneration	2,00,000	2,00,000
	Other Expenses- Derivatives M2M	1,44,39,023	-
	Donation	27,000	2,01,000
	Provision for Loss Assets	5,22,77,073	7,63,40,035
	Provision for Loans & Advances (Expense)	11,21,29,525	-
	Membership Fees & Registration Charges	5,04,000	3,50,491
	Expected Credit Loss (Current)	39,71,442	-
	Miscellaneous Expenses	24,64,443	7,20,601
	Professional Expenses	46,05,194	8,37,234
	Rent	-	6,00,000
	Prior Period Expenses	4,61,991	-
	Sundry Balance written off	12,70,17,273	2,69,09,078
	Share Transfer charges	1,69,034	2,34,288
	Share expenses	7,83,923	1,77,50,547
	Total	31,90,49,920	12,41,43,275
23	EARNING PER SHARE		
	(A) Profit attributable to Equity Shareholders (Rs.)	1,54,62,227	1,77,51,557
	(B) No. of Equity Share outstanding during the year.	2,04,42,500	2,04,42,500
	(C) Face Value of each Equity Share (Rs.)	10.00	10.00
	(D) Basic & Diluted earning per Share (Rs.)	0.76	0.87

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Esaar (India) Limited
Notes forming part of Financial statement

Note: 5.1 Investments

Particulars	Quantity	FMV	2020-21	2019-20
			Amount	Amount
Quoted Securities				
Reliance ETF Liquid Fund	1	0	1,000	1,000
Prabhat Technologies India Ltd	48,677	328	1,59,87,776	6,91,55,182
Prabhat Technologies India Ltd (Mansukh)				
Pro-Fin Capital Services	14,000	30.1	4,20,700	3,62,950
Dhani Services Ltd	236	168	39,648	-
DRC Systems India Ltd	2	293	586	-
Future Retail Ltd	25,000	42.7	10,66,250	-
InfiBeam Avenues Ltd	1,758	47.5	83,417	-
Suvidhaa Infoserv Ltd	115	105	12,127	-
Vikas Ecotech Ltd	3,15,289	2.25	7,09,400	-
Siddharth Education Services Ltd	40,000	10	4,00,000	4,00,000
Total Quoted Share (a)			1,87,20,904	6,99,19,132.00
Unquoted Shares				
Non convertible Redeemable Preference Shares of Mansukh Commodity Future Limited of Rs. 10 each	75,00,000		7,50,00,000	7,50,00,000
Searock International Pvt Ltd	1,07,825	130	1,39,99,998	1,39,99,998
SKM Steels Ltd	9,500	251	23,81,745	23,81,745
12% Non-Cumulative Convertible Preference Shares of Saptushrunji Alloys Pvt Ltd. Of Rs. 10 each	4,09,500	70	-	2,86,65,000
Less: Amount payable on calls not made yet				(85,90,000.00)
Total Unquoted Shares (b)			9,13,81,743	11,14,56,743
Total Investments			11,01,02,647	18,13,75,875

Note 5.2 # Quoted securities are marked to Market through FVOCI at each reporting period and are held for trade. Unquoted securities are measured at amortised cost and held for Investment purpose.

Esaar (India) Limited
Notes forming part of Financial statement

Note: 6.1 Inventories

Particulars	As on 31.03.2021			As on 31.03.2020		
	Qty	Price	Amount	Qty	Price	Amount
Quoted Shares						
Pabhat Technologies (India) Limited	24,100	320.15	79,75,172	13,194	310.50	40,96,737
Pro-Fin Capital	6,400	30.05	1,92,320	6,400	21.35	1,36,640
Moryo Industries Limited	50,210	4.60	2,30,966	50,210	8.85	4,44,359
NCL Research Limited	29,328	0.30	8,798	29,328	0.19	5,572
Tilak Finance Service Ltd	1,16,366	1.00	1,16,366	1,16,366	1.20	1,39,639
Yes Bank Ltd	997	15.60	15,553	-	-	-
Tata Steel Ltd.	114	811.85	92,551	-	-	-
Total Inventory			86,31,727			48,22,947

Note 6.2 # Investments in Private Limited Company are held for more than a year. These investments are valued at their Amortised cost.

Note 6.3 # Unquoted shares have been reclassified as Investments (Refer Note 31)

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Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE "9" : FIXED ASSETS

(Amount in Rs.)

Descriptions	Gross carrying amount				Accumulated Depreciation				Net carrying amount	
	As at 1 April, 2020	Additions during the year	Deduction during the year	As at 31 March, 2021	Balance as at 1 April, 2020	Additions during the year	Deduction during the year	Balance as at March 31, 2021	As at March 2021	As at 31st March 2020
Tangible Assets										
Plant & Machinery	1,75,996	38,560	-	2,14,556	1,55,158	-	2,801	1,57,959	56,597	20,838
Office Equipments	5,66,889	-	-	5,66,889	5,66,889	-	-	5,66,889	-	-
TOTAL	7,42,885	38,560	-	7,81,445	7,22,047	-	2,801	7,24,848	56,597	20,838

Descriptions	Gross carrying amount				Accumulated Depreciation				Net carrying amount	
	As at 1 April, 2019	Additions during the year	Deduction during the year	As at 31 March, 2020	Balance as at 1 April, 2019	Additions during the year	Deduction during the year	Balance as at March 31, 2020	As at March 2020	As at 31st March 2019
Tangible Assets										
Plant & Machinery	1,75,996	-	-	1,75,996	1,55,158	-	-	1,55,158	20,838	20,838
Office Equipments	5,66,889	-	-	5,66,889	5,66,889	-	-	5,66,889	-	-
TOTAL	7,42,885	-	-	7,42,885	7,22,047	-	-	7,22,047	20,838	20,838

Descriptions	Gross carrying amount				Accumulated Depreciation				Net carrying amount	
	As at 1 April, 2018	Additions during the year	Deduction during the year	As at 31 March, 2020	Balance as at 1 April, 2019	Additions during the year	Deduction during the year	As at 31st March 2019	As at March 2019	As at 31st March 2018
Tangible Assets										
Plant & Machinery	1,75,996	-	-	1,75,996	1,55,158	-	-	1,55,158	20,838	20,838
Office Equipments	5,66,889	-	-	5,66,889	5,66,889	-	-	5,66,889	-	-
TOTAL	7,42,885	-	-	7,42,885	7,22,047	-	-	7,22,047	20,838	20,838

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Note 24 : Financial instruments – Fair values and risk management**A. Accounting classification and fair values**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

As at 31st March 2021

Particulars	Carrying amount			Total
	FVTOCI - designated as such	Amortised Cost	Total	
Financial assets				
Investments	1,87,20,904	9,13,81,743	11,01,02,647	11,01,02,647
Other Assets	-	16,87,74,808	16,87,74,808	16,87,74,808
Loans	-	30,58,59,012	30,58,59,012	30,58,59,012
Cash & cash equivalents	-	17,22,456	17,22,456	17,22,456
	1,87,20,904	56,77,38,019	58,64,58,923	58,64,58,923
Financial liabilities				
Payables	-	40,14,15,123	40,14,15,123	-
	-	-	-	-
		40,14,15,123	40,14,15,123	-

As at 31st March 2020

Particulars	Carrying amount			Total
	FVTOCI - designated as such	Amortised Cost	Total	
Financial assets				
Investments	16,49,94,132	-	16,49,94,132	16,49,94,132
Other Assets	-	25,11,94,783	25,11,94,783	25,11,94,783
Loans	-	30,53,74,297	30,53,74,297	30,53,74,297
Cash & cash equivalents	-	62,43,972	62,43,972	62,43,972
	16,49,94,132	56,28,13,052	72,78,07,184	72,78,07,184
Financial liabilities				
Payables	-	71,59,07,992	71,59,07,992	-
	-	-	-	-
		71,59,07,992	71,59,07,992	-

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B. Financial Risk Management

B.i. Risk management framework

A wide range of risks may affect the Company's business and operational or financial performance. The risks that could have significant influence on the Company are market risk, credit risk and liquidity risk. The Company's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimise potential adverse effects of such risks on the company's operational and financial performance.

B.ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. To manage this, the Company periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

(a) Trade and other receivables from customers

Credit risk in respect of trade and other receivables is managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in the credit risk on an on-going basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on assets as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business
- ii) Actual or expected significant changes in the operating results of the counterparty
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparties ability to meet its obligation
- iv) Significant changes in the value of the collateral supporting the obligation or in the quality of third party guarantees or credit enhancements.

Financial assets are written off when there is a no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. When loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. When recoverable are made, these are recognised as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

Financial Assets are considered to be of good quality and there is no significant increase in credit risk

(b) Cash and cash equivalents and Other Bank Balances

The Company held cash and cash equivalents and other bank balances as stated in Financial statements. The cash and cash equivalents are held with bank with good credit ratings and financial institution counterparties with good market standing.

B.iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk is managed by Company through effective fund management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and other borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

B.iv. Market risk

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

B.iv.a Currency risk

The Company is not exposed to any currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee. Our exposure are mainly denominated in INR's Only. The Company's business model incorporates assumptions on currency risks and ensures any exposure is covered through the normal business operations. This intent has been achieved in all years presented. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks.

B.iv.b Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk through the impact of rate changes on interest-bearing liabilities and assets. The Company manages its interest rate risk by monitoring the movements in the market interest rates closely.

25 Related party disclosure

a) Name of the related party and description of relationship.

S.No.		Nature of Relationship
1	Gromo Trade & Consultancies Limited	Director - Interest in Company
2	Core4 Marcom Private Limited	Director - Interest in Company
3	Raghvendra Kumar	Whole Time Director
4	Dipti Yelve	Independent Director
5	Mehul Kumar Kadiya	Independent Director
6	Narmada Patel	Independent Director
7	Meghna Kashte (Resigned w.e.f. 31st October 2020)	Company Secretary & Compliance Officer

b) Details of Transactions and Balances during the year with related parties at the year end.

S.No.	Related parties	Nature of Transactions during the year	2020-21	2019-20
			(Rs.)	(Rs.)
1	Raghvendra Kumar	Remuneration	7,56,551	6,02,416
2	Meghna Kashte (Resigned w.e.f. 31st October 2020)	Remuneration	1,75,784	85,034
2	Gromo Trade & Consultancy Limited	Loan taken	4,00,000	2,50,74,600
3	Gromo Trade & Consultancy Limited	Loan Repaid	-	3,80,91,000
4	Gromo Trade & Consultancy Limited	Balance o/s	8,83,600	4,83,600
5	Mehul Shah	Loan Given	59,69,734	25,00,000
6	Mehul Shah	Loan Repaid	25,00,000	-
7	Mehul Shah	Interest Expense	6,227	-
8	Mehul Shah	Interest Income	36,493	-
9	Mehul Shah	Balance O/s	-	25,00,000
10	Jamms Stock Brokers	Loan Given	-	1,00,00,000
11	Jamms Stock Brokers	Loan Repaid by Party	88,61,546	25,00,000
12	Jamms Stock Brokers	Interest Income	7,52,921	13,61,546
13	Jamms Stock Brokers	Loan Taken	79,18,454	-
14	Jamms Stock Brokers	Interest Expense	2,68,032	-
15	Jamms Stock Brokers	Repayment of Loan	72,34,528	-
16	Jamms Stock Brokers	Interest Expense paid	1,99,037	-
17	Jamms Stock Brokers	Balance O/s	-	88,61,546
18	Raghvendra Kumar	Balance O/s	1,33,142	1,96,545
19	Meghna Kashte (Resigned w.e.f. 31st October 2020)	Balance O/s	12,556	25,112
20	Core4 Marcom Private Limited	Loan Given	1,17,37,300	13,66,500
21	Core4 Marcom Private Limited	Interest Income	5,48,273	45,140
22	Core4 Marcom Private Limited	Balance O/s	99,96,577	13,62,126

26 Balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.

27 Applicable provisions for NBFC covered under IndAS :

RBI under this circular provide that NBFCs which are required to comply with Indian Accounting Standards (IndAS) shall, as hitherto, continue to be guided by the guidelines duly approved by their boards and as per ICAI advisories for recognition of the impairments.

28 Capital Management

1. The Reserve Bank of India vide its circular reference RBI/2019-20/170 DOR (NBFC).CC.PD. No.109/22.10.106/2019-20 dated 13 March 2020 outlines the regulatory guidance in relation to Ind AS financial statements from financial year 2019-20 onwards. This included guidance for computation of 'owned funds', 'net owned funds' and 'regulatory capital'. Accordingly, the 'regulatory capital' as of 31 March 2020 has been computed in accordance with these requirements read with the requirements of the Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016 (as amended). The 'regulatory capital' as of 31 March 2019 as disclosed in the comparative period numbers below was computed based on the carrying values as reflected in the financial statements prepared in accordance with requirements of Ind AS. The Company's capital management strategy is to effectively determine, raise and deploy capital so as to create value for its shareholders. The same is done through a mix of either equity and/or convertible and/or combination of short term /long term debt as may be appropriate. The company determines the amount of capital required on the basis of operations, capital expenditure and strategic investment plans. The capital structure is monitored on the basis of net debt to equity and maturity profile of overall debt portfolio.

2. The Company is subject to the capital adequacy requirements of the Reserve Bank of India (RBI). Under RBI's capital adequacy guidelines, the Company is required to maintain a capital adequacy ratio consisting of Tier I and Tier II Capital. The total of Tier II Capital at any point of time, shall not exceed 100 percent of Tier I Capital. The minimum capital ratio as prescribed by RBI guidelines and applicable to the Company, consisting of Tier I and Tier II capital, shall not be less than 15 percent of its aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet. The Company has complied with all regulatory requirements related capital and capital adequacy ratios as prescribed by RBI.

Particulars	FY 2020-21	FY 2019-20
Tier I Capital	19,36,75,527	14,34,33,715
Tier II Capital	-	-
Total Capital	19,36,75,527	14,34,33,715
Aggregate of Risk weight	57,33,62,237	83,12,38,872
Tier-I Capital Ratio	33.78%	17.26%
Total Capital Ratio	33.78%	17.26%

29 Contingent Liabilities & Commitments

Particulars	As at March 31, 2021 (in Lacs)
Capital Commitments	
- Estimated amount of Contracts remaining to be executed on capital account and not provided for (Net of Advances)	-
Contingent Liabilities	
- Claims against company not acknowledged as debts	-
- Tax Matters	162.97

30 There is no separate reportable segment as per Ind AS 108 on 'Operating Segments' in respect of the Company.

31 The previous year figures have been regrouped/reclassified, wherever necessary to conform to the current presentation as per the schedule III of Companies Act, 2013. Closing Stock reclassified as Invesements as under :

Particulars	Previous Representation	Currently reclassified as	Amount	Reason
Searock International Pvt Ltd	Note: 6.1 Inventories	Note: 5.1 Investments	1,39,99,998.00	Unquoted shares not to be sold
SKM Steels Ltd	Note: 6.1 Inventories	Note: 5.1 Investments	23,81,745.00	Unquoted shares not to be sold

32 Impact of Covid - 19 on expected credit loss :

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 upto 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 judgements and estimates. In relation to COVID-19, judgements 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 judgements 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.

33 Comparison of IRCAP and Impairment Allowances Under Ind AS 109

Sr. No.	Assets Type	Loss Allowance Provision as per Ind AS -109	Provision as IRCAP	Difference
A	Standard Assets	11,19,137	11,19,137	-
B	Sub-Standard Assets	-	-	-
C	Doubtful Assets	-	-	-
D	Loss Assets	13,15,88,550	13,15,88,550	-

Note 33.1 - The Amount of Provision as per Income recognition, Assets Classification, Provisioning (IRCAP) is excess in provision required under Ind-AS 109, therefore there is no requirement of "Impairment reserve" in terms of Reserve Bank of India notification vide RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13th March 2020.

34 The Company has taken inter-corporate deposits from certain companies and entered into Purchase/ Sale of Securities with same companies during the year ended March 31, 2021. The Company does not have any influence on the directors and/ or its operations of the said companies hence has not considered these as related party transactions in compliance with the Board approved policy on Related Party Transactions. However, in view of the Auditors remark, Audit Committee at its meeting held on June 30, 2021 has out of abundant caution and in compliance with the highest standards of corporate governance considered and ratified the transactions. In Audit Committee inter-alia considered the same and is of the opinion that these transactions are per-se independent in nature and therefore in compliance with the applicable regulatory framework

35 The above financial results of the Company have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and accordingly, these financial results together with the results for the comparative reporting period have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the the Companies Act, 2013 ("the Act"), and other recognized accounting practices generally accepted in India and in compliance with Regulation 33 and Regulation 52 read with Regulation 63 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"). Any application guidance/ clarifications/ directions issued by the Reserve Bank of India or other regulators are implemented as and when they are issued/ applicable.

For Harish Arora & Associates

Chartered Accountants

Firm Registration Number: 015226C

For and On behalf of the Board of Directors

Harish Arora

Partner

MEMBERSHIP NO. 407420

Raghvendra Kumar

Whole Time Director

DIN: 08126531

Dipti Yelve

Independent Director

DIN: 07148169

Place : Chittorgarh

Date : 01/07/2021

UDIN: 21407420AAAABS2642

Shruti Joshi

Chief Financial Officer

THANKING YOU

ANNUAL REPORT – 2020-21

Annual Report
2021-22
70th Annual General Meeting



TABLE OF CONTENTS

Sr. No.	Particulars	Page No.
1.	Corporate Information	2
2.	Forward Looking Statement	3
3.	Notice of Annual General Meeting	4-18
4.	Director's Report	19-36
5.	Management & Discussion Analysis Report	37-39
6.	Corporate Governance Report	40-59
7.	Independent Auditor's Report	61-73
8.	Financial Statements	73 onwards

CORPORATE INFORMATION**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**

M/s. Harish Arora & Associates
Chartered Accountants

Internal Auditor

M/s. Rohit S.K.Jain & Co.
Chartered Accountants

Secretarial Auditor

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:

ORDINARY 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 candidature 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 candidature 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
EXPLANATORY 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 Share registry 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 Shareregistry 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 esaarindia ltd@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 esaarindia ltd@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 use 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 esaarindia ltd@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 22/09/2022 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 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)

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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:

Particulars	(Amount in Lakhs)	
	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 EDUCATION 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 Hareesh 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 in 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 submit 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**

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 disbursements 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.

OPPORTUNITIES & 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 any, 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
69 th AGM	27/09/2021 12.00 Noon	Through Video Conference/ Audio Visual means	<ul style="list-style-type: none"> • 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.
68 th 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,
67 th 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 esaarindia ltd@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 10 th August, 2022 To be Declared on 21 st November, 2022 To be Declared on 14 th February, 2023 To be Declared on 29 th 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 – 400011 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.

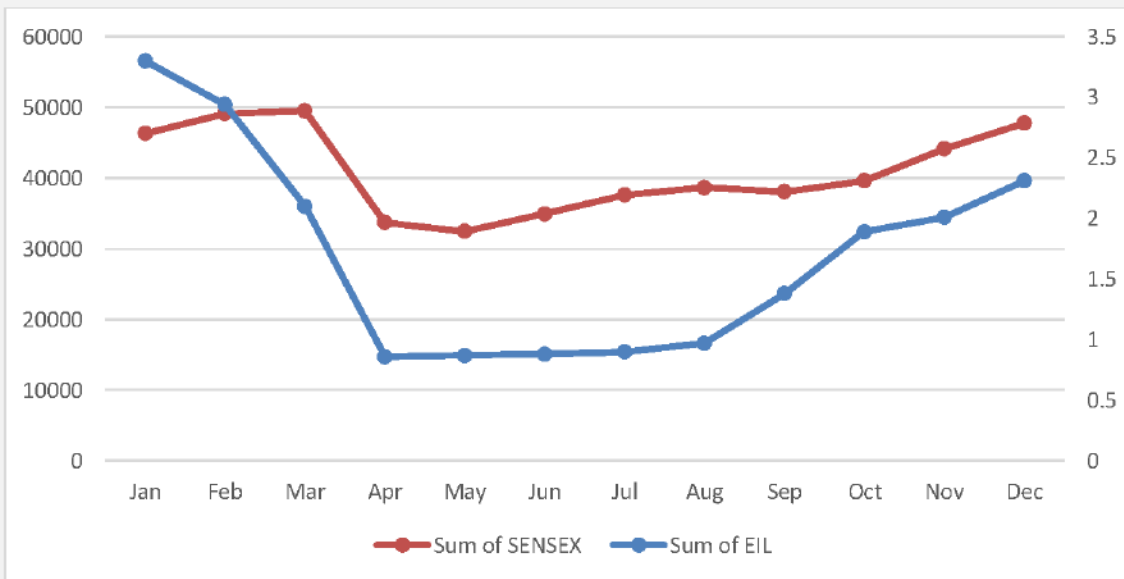
The Company obtains from a Company Secretary in Practice, half-yearly certificate of compliance with the share transfer and other formalities as required under Regulation 40 of the Listing Regulations and files a copy of the certificate with the Stock Exchanges.

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 (Prevention, 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	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • Composition • Meeting of Audit Committee • Role of Audit Committee and review of information by the Committee
3	Nomination & Remuneration Committee	19	Yes	<ul style="list-style-type: none"> • Composition • Role of the Committee • Meeting of Nomination & Remuneration Committee • Role of Nomination & Remuneration Committee
4	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> • Composition • Role of the Committee • Meeting of Stakeholders Relationship Committee • Role of Stakeholders Relationship Committee
5	Risk Management Committee	21	NA	<ul style="list-style-type: none"> • The Company is not in the list of top 500 listed entities by market capitalization
6	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> • Formulation of Vigil Mechanism for Directors and employees • Direct access to Chairperson of Audit Committee
7	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> The Company does not have any subsidiary
9	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> 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	<ul style="list-style-type: none"> 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	<ul style="list-style-type: none"> Compliance with discretionary requirements Filing of quarterly compliance report on Corporate Governance
12	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> 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

HARDIK DARJI
PRACTICING COMPANY SECRETARY
PROPRIETOR

PLACE: MUMBAI

DATE: 30.08.2022

UDIN: A047700D000877760

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

FRN: S2018MH634200

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



Independent Auditor's Report

To the Members of **ESAAR (INDIA) LIMITED**

Report on the Audit of the Standalone 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 auditors' 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

Place: Mumbai

Date : 27/05/2022

UDIN :22407420AJTTUV4489

Annexure 'A'

(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 statements are 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**

**Place:-Mumbai
Date: 27/05/2022**

**HARISH ARORA
(PARTNER)
Membership No. 407420**

Annexure 'B'

Report on Internal Financial Controls with reference to financial statements

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 ("the Company") as of March 31, 2022 in conjunction with our audit of the 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**

**Place:-Mumbai
Date: 27/05/2022**

**HARISH ARORA
(PARTNER)
Membership No. 407420**

ACCOUNTING POLICY

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 204 B-Wing, New Prabhat SRA CHS LTD, Chikuwadi, Plot-115, Next to Bisleri Factory, W. E, Highway Andheri (East) Mumbai 400099 Mumbai, India.

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 constant 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 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 -

The 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 off 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 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.

Esaar (India) Limited
Balance Sheet as at 31st March 2022

(Amount in Rs.)

	Particulars	Note No.	As at 31 March, 2022	As at 31 March, 2021
I	ASSETS			
1	Financial Assets			
	(a) Cash and cash equivalents	1	77,34,136	17,22,456
	(b) Receivables		-	-
	(I) Trade Receivables	2	8,87,24,428	14,85,36,032
	(II) Other Receivables - Derivatives		-	-
	(c) Loans	3	86,51,59,005	30,58,59,012
	(d) Investments	4	27,68,06,575	11,01,02,647
	(e) Other Financial assets	5	23,49,145	-
	(f) Inventories	6	1,63,79,718	86,31,727
	Total Financial Assets		1,25,71,53,006	57,48,51,874
2	Non-Financial Assets			
	(a) Current tax assets (Net)	7	41,31,757	43,33,843
	(b) Deferred tax Assets (Net)	8	1,40,03,121	1,58,48,336
	(c) Property, Plant and Equipment	9	27,36,761	56,597
	Total Non-Financial Assets		2,08,71,639	2,02,38,776
	TOTAL ASSETS		1,27,80,24,645	59,50,90,650
II	LIABILITIES AND EQUITY			
1	LIABILITIES			
	Financial Liabilities			
	(a) Trade Payables			
	1.Total Outstanding dues of MSME	10	-	-
	2.Total Outstanding dues of Creditors other than MSME	10	4,02,53,208	5,56,40,266
	(b) Borrowings	11	81,41,96,846	29,58,98,795
	(c) Other financial liabilities	12	14,85,981	9,12,547
	Total Financial Liabilities		85,59,36,035	35,24,51,608
	Non-Financial Liabilities			
	(a) Provisions	13	-	-
	(b) Other Non-Financial Liabilities	14	-	4,89,63,515
	Total Non-Financial Liabilities		-	4,89,63,515
2	EQUITY			
	(a) Equity share capital	15	20,44,25,000	20,44,25,000
	(b) Other Equity	16	21,72,95,772	(1,07,49,474)
	Total Equity		42,17,20,772	19,36,75,526
	TOTAL LIABILITIES AND EQUITY		1,27,76,56,806	59,50,90,650

As per our report of even date attached

1-35

For Harish Arora & Associates
FRNo. 015226C
Chartered Accountants

For and on behalf of the Board of Directors

Harish Arora
Partner
Membership No. 407420

Raju Darade
Director
DIN : 07255522

Dipti Yelve
Director
DIN : 07148169

Place : Mumbai
Date : 27-05-2022
UDIN: 22407420AJTTUV4489

Shruti Rahul Joshi
Chief Financial Officer
(PAN:BNEPP5367F)

Disha Haresh Shah
Company Secretary
(PAN:EHRPS7994P)

Esaar (India) Limited
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31,2022

(Amount in Rs.)

Particulars		Note No.	For the year ended 31 March, 2022	For the year ended 31 March, 2021
	Revenue from Operations			
	Interest Income	17	8,43,14,831	13,45,70,148
	Sale & Purchase of Shares and Securities (Net)	18	43,85,331	8,48,30,248
	Other Revenue from Operations	18	11,80,000	-
I	Total Revenue from operations		8,98,80,161	21,94,00,396
II	Other income	19	27,96,92,166	15,87,61,039
III	Total Revenue		36,95,72,327	37,81,61,435
	Expenses:			
	Finance Cost	20	2,62,73,788	2,67,12,644
	Impairment on financial instruments		-	-
	Net loss /(gain) on fair value changes		-	-
	Changes in Inventory of Shares and Securities		(77,47,991)	1,25,72,964
	Employee Benefits Expenses	21	28,03,650	12,85,307
	Depreciation & amortization expenses	9	1,24,673	2,801
	Other Expenses	22	13,45,72,486	31,90,49,920
IV	Total Expenses		15,60,26,606	35,96,23,636
V	Profit/(Loss) before exceptional items and tax (III-IV)		21,35,45,722	1,85,37,799
VI	Exceptional Items		-	-
VII	Profit/(Loss) before tax (V -VI)		21,35,45,722	1,85,37,799
VIII	Tax expenses:			
	(1) Income Tax			
	- Current year		19,93,300	30,75,573
	- Earlier years		-	-
	(2) Deferred tax		18,45,215	-
IX	Profit/(Loss) for the period (VII-VIII)		20,97,07,207	1,54,62,226
X	Other Comprehensive Income			
	A. (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	B. (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	Total Comprehensive Income for the period (IX+X)		20,97,07,207	1,54,62,226
XI	(Comprising Profit/(Loss) and Other Comprehensive Income for the period)			
XII	Earning per equity share:	23		
	(1) Basic		10.26	0.76
	(2) Diluted		10.26	0.76

As per our report of even date attached

1-35

For Harish Arora & Associates
FRNo. 015226C
Chartered Accountants

For and on behalf of the Board of Directors

Harish Arora
Partner
Membership No. 407420

Raju Darade
Director
DIN : 07255522

Dipti Yelve
Director
DIN : 07148169

Place : Mumbai
Date : 27-05-2022
UDIN: 22407420AJTTUV4489

Shruti Rahul Joshi
Chief Financial Officer
(PAN:BNEPP5367F)

Disha Haresh Shah
Company Secretary
(PAN:EHRPS7994P)

Esaar (India) Limited
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2022

(Amount in Rs.)

Particulars	For the year ended	
	31 March, 2022	31 March, 2021
A Cash Flow From Operating activities:		
Profit before income tax :	21,35,45,722	1,85,37,800
Adjustments for:		
Deferred Tax Asset	-	-
Other Comprehensive Income	(1,48,62,791)	3,47,79,584
Fair Value Measurement - ECL	3,32,00,829	-
Operating Profit Before Working Capital Changes [I]	23,18,83,760	5,33,17,384
Adjustment for Working Capital Changes:		
Increase in Trade Payables and Other Liabilities	(1,48,13,625)	(2,64,79,155)
Decrease/(Increase) in Inventories	(77,47,991)	(38,08,779)
Decrease in Trade Receivable	5,98,11,604	(14,72,46,006)
(Increase) in Financial and Other Assets	(55,92,99,993)	29,54,833
Increase in Other Current Assets	(21,47,059)	26,05,541
Cash generated from Operations [II]	(52,41,97,064)	(17,19,73,568)
Income Taxes Paid [III]	(19,93,300)	(30,75,573)
Net Cash (outflow)/inflow from Operating Activities (A) [I+II+III]	(29,43,06,604)	(12,17,31,757)
B Cash Flows From Investing Activities		
(Investment in Shares)/ Sale of Shares	(16,67,03,927)	7,12,73,228
Investment in Fixed Assets	(26,80,164)	(35,759)
Net Cash (outflow)/inflow From Investing Activities (B)	(16,93,84,091)	7,12,37,469
C Cash Flows From Financing Activities:		
Short Term Borrowings	46,93,34,536	4,59,72,772
Net Cash Inflow From Financing Activities (C)	46,93,34,536	4,59,72,772
Net increase (decrease) in cash and cash equivalents (A+B+C)	56,43,841	(45,21,516)
Cash and Cash Equivalents at the beginning of the financial year	17,22,456	62,43,972
Cash and Cash Equivalents at end of the year	73,66,298	17,22,456

As per our report of even date attached

For Harish Arora & Associates
FRNo. 015226C
Chartered Accountants

For and on behalf of the Board of Directors

Harish Arora
Partner
Membership No. 407420

Raju Darade
Director
DIN : 07255522

Dipti Yelve
Director
DIN : 07148169

Place : Mumbai
Date : 27-05-2022
UDIN: 22407420AJTTUV4489

Shruti Rahul Joshi
Chief Financial Officer
(PAN:BNEPP5367F)

Disha Haresh Shah
Company Secretary
(PAN:EHRPS7994P)

Note No.	Particulars	(Amount in Rs.)					
		As at March 31, 2022	As at March 31, 2021				
1	CASH & CASH EQUIVALENTS						
	Balance With Banks in Current Accounts	75,44,336	16,23,654				
	Cash on Hand	1,89,800	98,802				
	Total	77,34,136	17,22,456				
2	TRADE RECEIVABLES						
	(I) Trade Receivables						
	Secured, considered goods						
	Unsecured, considered goods	8,87,24,428	14,85,36,032				
	(II) Other Receivables	-	-				
	Total	8,87,24,428	14,85,36,032				
Note 2.1: Trade Receivables ageing Schedule							
The trade receivables ageing schedule for the years ended as on March 31, 2022 are as follows :							
Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	-	-	69,75,312	8,17,49,116	-	-	8,87,24,428
Undisputed trade receivables - credit impaired							
Disputed trade receivables - considered good							
Disputed trade receivables - credit impaired							
Less : Allowance for credit loss							
Total trade receivables	-	-	69,75,312	8,17,49,116	-	-	8,87,24,428
The trade receivables ageing schedule for the years ended as on March 31, 2021 are as follows :							
Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good		7,66,76,514	7,15,17,318	3,42,200	-	-	14,85,36,032
Undisputed trade receivables - credit impaired							
Disputed trade receivables - considered good							
Disputed trade receivables - credit impaired							
Less : Allowance for credit loss							
Total trade receivables	-	7,66,76,514	7,15,17,318	3,42,200	-	-	14,85,36,032
Note 2.1. The average credit period ranges between 1 to 11 months.							
Note 2.2 The Company measures trade receivables at amortised cost. Trade receivables are measured at transaction price.							
Note 2.3. Expected credit loss on trade receivables: The Company applies the simplified approach for computation of expected credit loss on trade receivables as allowed under IndAS 109. The Company is recognizing lifetime expected credit loss for trade receivables, as applicable.							
Note 2.4. The carrying amount of trade receivables approximates the fair value because of their short term nature.							
3	LOANS						
	Loans						
	(a) Secured, Considered Good			4,00,00,000			4,98,98,579
	(b) Unsecured, Considered Good			-			13,960
	- Loans to Related Parties						
	- Loans to others			90,13,66,416			55,71,04,492
	Provision for Standard Assets, Doubtful Assets & Loss Assets			(5,45,54,799)			(24,92,84,575)
	Unrealised Interest on NPA Accounts			(2,16,52,612)			(5,18,73,444)
	Total			86,51,59,005			30,58,59,012
Note 3.1 There is no loan asset measured at FVOCI or FVTPL or designated at FVTPL.							
Note 3.2							
	Loans In India			94,13,66,416			60,70,17,031
	Loans outside India			-			-
	Less: Impairment allowances			(5,45,54,799)			(24,92,84,575)
	Less: Unrealised Interest on NPA Accounts			(2,16,52,612)			(5,18,73,444)
				86,51,59,005			30,58,59,012
Note 3.3							
	Loan Secured by Tangible Assets			4,00,00,000			4,98,98,579
	Loan Secured by Intangible Assets			-			-
	Unsecured			90,13,66,416			55,71,18,452
	Less: Impairment allowances			(5,45,54,799)			(24,92,84,575)
	Less: Unrealised Interest on NPA Accounts			(2,16,52,612)			(5,18,73,444)
				86,51,59,005			30,58,59,012
I) Underlying securities for the assets are secured by tangible assets property, machinery and book debts.							
II) Underlying securities for the assets secured by Intangible assets are Shares & Securities.							
Note 3.4							
	Exposure to Real Estate sector			4,00,00,000			4,98,98,579
	Exposure to Capital Market / Securities			-			-
	Others			90,13,66,416			55,71,18,452
	Less: Impairment allowances			(5,45,54,799)			(24,92,84,575)
	Less: Unrealised Interest on NPA Accounts			(2,16,52,612)			(5,18,73,444)
				86,51,59,005			30,58,59,012

4	INVESTMENTS (Refer Note 5.1 & 5.2) Total	27,68,06,575 27,68,06,575	11,01,02,647 11,01,02,647		
5	OTHER FINANCIAL ASSETS Fixed Deposit Advance against Car Prepaid Expenses Total	3,44,068 20,00,000 5,077 23,49,145	- - - -		
6	INVENTORIES Stock In Trade - Shares & securities (Refer note 6.1) Total	1,63,79,718 1,63,79,718	86,31,727 86,31,727		
7	OTHER TAX ASSETS (NET) Tax Deducted at Source GST Receivables Less: income tax provision Total	74,24,139 1,947 (32,94,329) 41,31,757	76,78,749 1,76,222 (35,21,128) 43,33,843		
8	DEFERRED TAX LIABILITIES/(ASSETS) (NET) Opening Balance Add/ (Less): Fair Value through Profit & Loss Total	1,58,48,336 - (18,45,215) 1,40,03,121	1,58,48,336 - - 1,58,48,336		
No Deferred Tax Assets/ (Liabilities) has been recognised for Equity Instruments designated at FVTOC					
(Amount in Rs.)					
Note No.	Particulars	As at March 31, 2022	As at March 31, 2021		
10	TRADES PAYABLES Trades Payables Other financial liabilities Total	3,92,16,925 10,36,283 4,02,53,208	- 5,56,40,266 - 5,56,40,266		
Note 10.1: Note on disclosure under Micro, Small and Medium Enterprises Development (MSMED) Act, 2006					
Based on the information available with the Company, there are no outstanding amount payable to creditors who have been identified as "suppliers" within the meaning of "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006" as at March 31, 2022 and March 31, 2021.					
Note 10.2: Trades Payable Ageing Schedule					
The details regarding the contractual maturities of significant financial liabilities as at March 31, 2022 are as follows :					
Particulars	Less than 1 year	1-2 years	2-4 years	4-7 years	Total
Trade payables	3,63,19,041	4,91,484	24,06,400	-	3,92,16,925
Other financial liabilities (excluding liability towards contingent consideration) on an undiscounted basis	10,36,283	-	-	-	10,36,283
Total	3,73,55,324	4,91,484	24,06,400	-	4,02,53,208
The details regarding the contractual maturities of significant financial liabilities as at March 31, 2021 are as follows :					
Particulars	Less than 1 year	1-2 years	2-4 years	4-7 years	Total
Trade payables	4,12,72,250	1,43,68,016	-	-	5,56,40,266
Other financial liabilities (excluding liability towards contingent consideration) on an undiscounted basis	-	-	-	-	-
Total	4,12,72,250	1,43,68,016	-	-	5,56,40,266
Note No.	Particulars	As at 31st March 2022	As at 31st March 2021		
11	BORROWINGS Secured Loans Unsecured Loans (Unsecured loans are non interest bearing short term loans) Total	24,78,50,501 56,63,46,345 81,41,96,846	29,58,98,795 - 29,58,98,795		
There is no borrowings measured at FVTPL or designated at FVTPL					
12	OTHER FINANCIAL LIABILITIES Salary & Reimbursement Expenses payable GST Payable Other Statutory Payables Total	2,79,692 - 14,904 11,91,385 14,85,981	2,74,967 11,400 - 6,26,180 9,12,547		
13	PROVISIONS Provision for Impairment - Derivatives Provision for Expenses Total	- - -	- - -		
14	OTHER NON-FINANCIAL LIABILITIES Security Deposits Payable Other Current Liabilities Other Payable Total	- - - 4,89,63,515	- - - 4,89,63,515		

15	EQUITY SHARE CAPITAL Authorized, Issued, Subscribed and Paid Up		
	Authorized 2,15,00,000 Equity Shares of Rs. 10 each (Previous Year 2,15,00,000 Equity Shares of Rs. 10 each)	21,50,00,000	21,50,00,000
	Issued 2,04,42,500 Equity Shares of Rs.10 each (Previous Year 2,04,42,500 Equity Shares of Rs. 10 each)	20,44,25,000	20,44,25,000
	Subscribed & Paid up 2,04,42,500 Equity Shares of Rs.10 each fully paid (Previous Year 2,04,42,500 Equity Shares of Rs. 10 each)	20,44,25,000	20,44,25,000
	Add : Share Forfeiture	-	-
	Total	20,44,25,000	20,44,25,000

Note 15.1 - Terms / rights attached to equity shares :

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note 15.2 - Objective for managing capital: The Company maintains an actively managed capital base to cover risks inherent in the business and is meeting the capital adequacy requirements as prescribed by Reserve Bank of India (RBI).

Particulars	Opening	Addition/	Closing Balance
Equity shares with voting rights			
Year ended 31 March, 2021			
- Number of shares	2,04,42,500	-	2,04,42,500
- Amount (Rs.)	20,44,25,000	-	20,44,25,000
Year ended 31 March, 2022			
- Number of shares	2,04,42,500	-	2,04,42,500
- Amount (Rs.)	20,44,25,000	-	20,44,25,000

Note 15.3 - Shareholders holding more than 5 percent of Equity Shares

Name of Shareholder	% holding in the class	No of Shares held	
		As at March 31, 2022	As at March 31, 2021
	NA	NIL	NIL

As per records of company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Note 15.4 - Shareholding of Promoter and Promoter Group

Name of Shareholder	% holding in the class	No of Shares held	
		As at March 31, 2022	As at March 31, 2021
Dheeraj Shah	3.10%	6,34,688	6,34,688

16	OTHER EQUITY					
	Particulars	Opening Balance	Profit for the year	Additions during the year	Transfer to Statutory Reserve	Closing Balance
	Reserves & surplus	-				
	Securities Premium	1,24,89,490				1,24,89,490
	Statutory Reserves	86,94,935			4,20,15,009	5,06,36,377
	Retained earnings	(7,39,33,478)	21,00,75,746	3,32,00,829	(4,20,15,009)	12,70,33,117
	Other Comprehensive Income (OCI)	4,19,99,579		(1,48,62,791)		2,71,36,788
	-Fair Value of Equity Investments through					4,19,99,579
	Total	(1,07,49,474)	21,00,75,746	1,83,38,038	-	21,72,95,772

Description of the nature and purpose of Statutory reserve:

Statutory reserve represents reserve fund created pursuant to Section 45-1C of the RBI Act, 1934 through transfer of specified percentage of net profit every year before any dividend is declared. The reserve fund can be utilized only for limited purposes as specified by RBI from time to time and every such utilization shall be reported to the RBI within specified period of time from the date of such utilization.

Securities premium reserve:

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilized only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Retained earnings:

Retained earnings or accumulated surplus represents total of all profits retained since Company's inception. Retained earnings are credited with current year profits, reduced by losses, if any, dividend payouts, transfers to General reserve or any such other appropriations to specific reserves

Note No.	Particulars	(Amount in Rs.)	
		As at 31st March 2022	As at 31st March 2021
17	Interest Income		
	Interest on Loan	8,31,79,379	13,51,31,973
	Penal Interest Income	11,35,452	(5,61,825)
	Total	8,43,14,831	13,45,70,148
18	Sale of Goods & Services		
	Sales of shares and securities (Net)	43,85,331	8,33,14,587
	Other revenue from Operations	11,80,000	15,15,661
	Total	55,65,331	8,48,30,248
19	OTHER INCOME		
	Dividend and commission Income	1,881	75,07,666
	Interest on Fixed Deposit	12,254	-
	Long Term Capital Gain (Investment)	2,91,551	-
	Short Term Capital Gain (Investment)	9,95,897	-
	OCI Provision reversed	3,88,44,423	-
	Other Income - Reversal of Provisions	21,61,81,192	1,78,533
	Other Income - Sundry Balances	2,93,64,968	15,10,74,840
	Total	27,96,92,166	15,87,61,039
	<p>Note 19.1 - After overcoming from covid 19 pandemic, The company reviewed all the business prospects and activities. The company reassessed all the provision made in earlier year during the covid 19 pandemic scenario and after reassessment, reversed back the provision on loans and advances of Rs. 2161.81 Lakhs and same has been taken into other income.</p> <p>Note 19.2 - Previous years OCI Provision have been reversed since the Shares pertaining to OCI entries were sold off during the Financial year. Hence the Management decided to reverse the OCI provision passed as the same was no longer necessary.</p>		
20	FINANCE COST		
	Interest Expenses	2,62,72,692	2,67,12,044
	Bank Charges	1,096	600
	Total	2,62,73,788	2,67,12,644
	Note: Other than financial liabilities measured at amortized cost, there are no other financial liabilities measured at FVTPL.		
21	EMPLOYEE BENEFIT EXPENSES		
	Payment to Directors & KMP:		
	(i) Remuneration	28,03,650	12,85,307
	(ii) Staff Welfare Expenses	-	-
	Total	28,03,650	12,85,307
22	OTHER EXPENSES		
	Auditor's Remuneration	2,00,000	2,00,000
	Other Expenses- Derivatives M2M	2,03,10,361	1,44,39,023
	Donation	-	27,000
	Provision for Loss Assets	-	5,22,77,073
	Provision for Loans & Advances (Expense)	4,46,89,974	11,21,29,525
	Provision for Sub-Standard Assets (Expense)	78,22,800	-
	Provision for Standard Assets (Expense)	20,42,025	-
	Membership Fees & Registration Charges	39,842	2,04,000
	Expected Credit Loss (Current)	-	39,71,442
	Bad Debts	4,39,44,498	-
	Income Tax paid	62,220	-
	Speculation Loss	36,478	-
	Provision Fair Value (Current INDAS)	2,24,482	-
	Miscellaneous Expenses	2,02,347	24,58,442
	Professional Expenses	22,84,752	45,20,194
	Consultancy Charges	3,20,000	-
	Annual Fees	4,12,000	3,85,000
	Prior Period Expenses	15,900	4,61,991
	Late Fees Paid	4,318	-
	Sundry Balance written off	24,727	12,70,17,273
	Share Transfer charges	1,38,492	1,69,034
	Share expenses (Including Interest)	1,17,97,271	7,89,923
	Total	13,45,72,486	31,90,49,920
23	EARNING PER SHARE		
	(A) Profit attributable to Equity Shareholders (Rs.)	20,97,07,207	1,54,62,226
	(B) No. of Equity Share outstanding during the year.	2,04,42,500	2,04,42,500
	(C) Face Value of each Equity Share (Rs.)	10.00	10.00
	(D) Basic & Diluted earning per Share (Rs.)	10.26	0.76

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Esaar (India) Limited
Notes forming part of Financial statement

Note: 5.1 Investments

Particulars	2021-22			2020-21		
	Quantity	FMV	Amount	Quantity	FMV	Amount
Quoted Securities						
Nippon India ETF Liquid Fund	1	1,000.00	1,000	1	1,000.00	1,000
Prabhat Technologies India Limited	424097	315.00	13,35,90,555	48,677	328.44	1,59,87,776
Pro-Fin Capital Services Limited	7000	152.85	10,69,950	14,000	30.05	4,20,700
Dhani Services Limited	9241	62.35	5,76,176	236	168.00	39,648
DRC Systems India Limited	20	38.05	761	2	293.00	586
Brightcom Group Limited	500000	97.40	4,87,00,000	-	-	-
Mayukh Dealtrade Limited	4000	11.03	44,120	-	-	-
India Bulls Real Estate	8400	101.35	8,51,340	-	-	-
Future Retail Limited	-	-	-	25,000	42.65	10,66,250
InfiBeam Avenues Limited	-	-	-	1,758	47.45	83,417
Suvidhaa Infoserv Limited	115	8.08	929	115	105.45	12,127
Vikas Ecotech Limited	-	-	-	3,15,289	2.25	7,09,400
Siddharth Education Services Limited	40000	14.75	5,90,000	40,000	10.00	4,00,000
Total Quoted Share (a)			18,54,24,832			1,87,20,904.10
Unquoted Shares						
Non convertible Redeemable Preference Shares of Mansukh Commodity Future Private Limited	75,00,000	10.00	7,50,00,000	75,00,000	10.00	7,50,00,000
Searock International Private Limited	1,07,825	129.84	1,39,99,998	1,07,825	129.84	1,39,99,998
SKM Steels Limited	9,500	250.71	23,81,745	9,500	250.71	23,81,745
Total Unquoted Shares (b)			9,13,81,743			9,13,81,743
Total Investments			27,68,06,575			11,01,02,647

Note 5.2 # Quoted securities are marked to Market through FVOCI at each reporting period and are held for trade. Unquoted securities are measured at amortised cost and held for Investment purpose.

Esaar (India) Limited
Notes forming part of Financial statement

Note: 6.1 Inventories

Particulars	As on 31.03.2022			As on 31.03.2021		
	Qty	Price	Amount	Qty	Price	Amount
Quoted Shares						
Pabhat Technologies (India) Limited	2,509	306.08	7,67,955	24,100	320.15	79,75,172
Pro-Fin Capital Limited	6,400	37.75	2,41,600	6,400	30.05	1,92,320
Penta Gold Limited	57,000	104.70	59,67,900	-	-	-
Penta Gold Limited	9,39,000	10.00	93,90,000	-	-	-
Moryo Industries Limited	-	-	-	50,210	4.60	2,30,966
NCL Research Limited	-	-	-	29,328	0.30	8,798
Tilak Finance Service Limited	-	-	-	1,16,366	1.00	1,16,366
Yes Bank Limited	997	12.30	12,263	997	15.60	15,553
Tata Steel Limited.	-	-	-	114	811.85	92,551
Total Inventory			1,63,79,718			86,31,727

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Note 24 : Financial instruments – Fair values and risk management**A. Accounting classification and fair values**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

As at 31st March 2022				
Particulars	Carrying amount			Total
	FVTOCI - designated as such	Amortised Cost	Total	
Financial assets				
Investments	18,54,24,832	9,13,81,743	27,68,06,575	27,68,06,575
Other Assets	-	11,19,45,212	11,19,45,212	11,19,45,212
Loans	-	86,51,59,005	86,51,59,005	86,51,59,005
Cash & cash equivalents	-	77,34,136	77,34,136	77,34,136
	18,54,24,832	1,07,62,20,096	1,26,16,44,927	1,26,16,44,927
Financial liabilities				
Payables	-	85,59,36,035	85,59,36,035	-
	-	85,59,36,035	85,59,36,035	-
As at 31st March 2021				
Particulars	Carrying amount			Total
	FVTOCI - designated as such	Amortised Cost	Total	
Financial assets				
Investments	1,87,20,904	9,13,81,743	11,01,02,647	11,01,02,647
Other Assets	-	16,87,74,808	16,87,74,808	16,87,74,808
Loans	-	30,58,59,012	30,58,59,012	30,58,59,012
Cash & cash equivalents	-	17,22,456	17,22,456	17,22,456
	1,87,20,904	56,77,38,019	58,64,58,923	58,64,58,923
Financial liabilities				
Payables	-	40,14,15,123	40,14,15,123	-
	-	40,14,15,123	40,14,15,123	-
As at 31st March 2020				
Particulars	Carrying amount			Total
	FVTOCI - designated as such	Amortised Cost	Total	
Financial assets				
Investments	16,49,94,132	-	16,49,94,132	16,49,94,132
Other Assets	-	25,11,94,783	25,11,94,783	25,11,94,783
Loans	-	30,53,74,297	30,53,74,297	30,53,74,297
Cash & cash equivalents	-	62,43,972	62,43,972	62,43,972
	16,49,94,132	56,28,13,052	72,78,07,184	72,78,07,184
Financial liabilities				
Payables	-	71,59,07,992	71,59,07,992	-
	-	71,59,07,992	71,59,07,992	-

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B. Financial Risk Management

B.i. Risk management framework

A wide range of risks may affect the Company's business and operational or financial performance. The risks that could have significant influence on the Company are market risk, credit risk and liquidity risk. The Company's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimise potential adverse effects of such risks on the company's operational and financial performance.

B.ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. To manage this, the Company periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

(a) Trade and other receivables from customers

Credit risk in respect of trade and other receivables is managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in the credit risk on an on-going basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on assets as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business
- ii) Actual or expected significant changes in the operating results of the counterparty
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparties ability to meet its obligation
- iv) Significant changes in the value of the collateral supporting the obligation or in the quality of third party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. When loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. When recoverable are made, these are recognised as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

Financial Assets are considered to be of good quality and there is no significant increase in credit risk

(b) Cash and cash equivalents and Other Bank Balances

The Company held cash and cash equivalents and other bank balances as stated in Financial statements. The cash and cash equivalents are held with bank with good credit ratings and financial institution counterparties with good market standing.

B.iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk is managed by Company through effective fund management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and other borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

B.iv. Market risk

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

B.iv.a Currency risk

The Company is not exposed to any currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee. Our exposure are mainly denominated in INR's Only. The Company's business model incorporates assumptions on currency risks and ensures any exposure is covered through the normal business operations. This intent has been achieved in all years presented. The Company has put in place a Financial Risk Management Policy to identify the most effective and efficient ways of managing the currency risks.

B.iv.b Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk through the impact of rate changes on interest-bearing liabilities and assets. The Company manages its interest rate risk by monitoring the movements in the market interest rates closely.

25 Related party disclosure

a) Name of the related party and description of relationship.

S.No.		Nature of Relationship
1	Raghendra Kumar (Resigned on 16th November 2021)	Whole Time Director
2	Shruti Joshi (appointed on 16th November 2021)	Executive Director and Chief Financial Officer
3	Raju Darade (Appointed on 11th October 2021)	Independent Director
4	Dipti Yelve	Independent Director
5	Mehul Kumar Kadiya (Resigned on 11th October 2021)	Independent Director
6	Narmada Patel (Resigned on 11th October 2021)	Independent Director
7	Mehul Hasmukhlal Shah	Whole Time Director
8	Disha Haresh Shah (Appointed on 13th August 2021)	Company Secretary & Compliance Officer
7	Prismx Global Ventures Limited	Director - Interest in Company
8	Core4 Marcom Private Limited (upto 11th October 2021)	Director - Interest in Company
9	Jamms Stock Brokers Private Limited (upto 11th October 2021)	Director - Interest in Company

b) Details of Transactions and Balances during the year with related parties at the year end.

S.No.	Related parties	Nature of Transactions during the year	2021-22	2020-21
			(Rs.)	(Rs.)
1	Raghendra Kumar	Remuneration	6,25,052	7,56,551
2	Shruti Joshi	Remuneration	6,44,951	-
3	Disha Shah	Remuneration	3,99,226	-
4	Meghna Kashte	Remuneration	-	1,75,784
5	Prismx Global Ventures Limited	Loan taken	-	4,00,000
6	Prismx Global Ventures Limited	Interest Expense	41,750	-
7	Prismx Global Ventures Limited	Closing Balance	9,25,350	8,83,600
8	Mehul Shah	Loan Given	-	59,69,734
9	Mehul Shah	Loan Repaid	-	25,00,000
10	Mehul Shah	Interest Expense	-	6,227
11	Mehul Shah	Interest Income	-	36,493
12	Jamms Stock Brokers Private Limited	Loan Repaid	-	88,61,546
13	Jamms Stock Brokers Private Limited	Interest Income	-	7,52,921
14	Jamms Stock Brokers Private Limited	Loan Taken	35,00,000	79,18,454
15	Jamms Stock Brokers Private Limited	Interest Expense	-	2,68,032
16	Jamms Stock Brokers Private Limited	Repayment of Loan	35,00,000	72,34,528
17	Jamms Stock Brokers Private Limited	Interest Expense paid	-	1,99,037
20	Core4 Marcom Private Limited	Loan Given	16,58,275	1,17,37,300
21	Core4 Marcom Private Limited	Interest Income	6,38,164	5,48,273
22	Core4 Marcom Private Limited	Closing Balance	1,22,93,016	99,96,577

26 Balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.

27 Applicable provisions for NBFC covered under IndAS :

RBI under this circular provide that NBFCs which are required to comply with Indian Accounting Standards (IndAS) shall, as hitherto, continue to be guided by the guidelines duly approved by their boards and as per ICAI advisories for recognition of the impairments.

28 Capital Management

1. The Reserve Bank of India vide its circular reference RBI/2019-20/170 DOR (NBFC).CC.PD. No.109/22.10.106/2019-20 dated 13 March 2020 outlines the regulatory guidance in relation to Ind AS financial statements from financial year 2019-20 onwards. This included guidance for computation of 'owned funds', 'net owned funds' and 'regulatory capital'. Accordingly, the 'regulatory capital' as of 31 March 2022 has been computed in accordance with these requirements read with the requirements of the Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016 (as amended). The 'regulatory capital' as of 31 March 2021 as disclosed in the comparative period numbers below was computed based on the carrying values as reflected in the financial statements prepared in accordance with requirements of Ind AS. The Company's capital management strategy is to effectively determine, raise and deploy capital so as to create value for its shareholders. The same is done through a mix of either equity and/or convertible and/or combination of short term /long term debt as may be appropriate. The company determines the amount of capital required on the basis of operations, capital expenditure and strategic investment plans. The capital structure is monitored on the basis of net debt to equity and maturity profile of overall debt portfolio.

2. The Company is subject to the capital adequacy requirements of the Reserve Bank of India (RBI). Under RBI's capital adequacy guidelines, the Company is required to maintain a capital adequacy ratio consisting of Tier I and Tier II Capital. The total of Tier II Capital at any point of time, shall not exceed 100 percent of Tier I Capital. The minimum capital ratio as prescribed by RBI guidelines and applicable to the Company, consisting of Tier I and Tier II capital, shall not be less than 15 percent of its aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet. The Company has complied with all regulatory requirements related capital and capital adequacy ratios as prescribed by RBI.

Particulars	FY 2021-22	FY 2020-21
Tier I Capital	42,17,20,772	19,36,75,526
Tier II Capital	-	-
Total Capital	42,17,20,772	19,36,75,526
Aggregate of Risk weight	1,24,98,08,434	57,33,62,237
Tier-I Capital Ratio	33.74%	33.78%
Total Capital Ratio	33.74%	33.78%

29 Contingent Liabilities & Commitments

Particulars	As at March 31, 2022 (in Lacs)
Capital Commitments	
- Estimated amount of Contracts remaining to be executed on capital account and not provided for (Net of Advances)	-
Contingent Liabilities	
- Claims against company not acknowledged as debts	-
- Tax Matters	166.82

Details of Tax matters

Income Tax Authorities has raised a demand against the company pertaining to assessment years 2014-15 and 2016-17; collectively amounting to Rs. 166.82 lacs. However the Company has filed writ petition with Honorable High Court for the same.

30 There is no separate reportable segment as per Ind AS 108 on 'Operating Segments' in respect of the Company.

31 Comparison of IRCAP and Impairment Allowances Under Ind AS 109

Sr. No.	Assets Type	Loss Allowance Provision as per Ind AS -109	Provision as IRCAP	Difference
A	Standard Assets	19,42,025	19,42,025	-
B	Sub-Standard Assets	78,22,800	78,22,800	-
C	Doubtful Assets	-	-	-
D	Loss Assets	4,46,89,974	4,46,89,974	-

Note 31.1 - The Amount of Provision as per Income recognition, Assets Classification, Provisioning (IRCAP) is excess in provision required under Ind-AS 109, therefore there is no requirement of "Impairment reserve" in terms of Reserve Bank of India notification vide RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13th March 2020.

32 Financial Ratios

Ratio / Measure	March 31,2022	March 31,2021	Variances %	Explanation for variances exceeding 25%
Current Ratio	2.76	2.81	-4.99%	N.A.
Debt-Equity Ratio	2.03	2.07	-4.30%	N.A.
Debt Service Coverage Ratio	-0.08	-0.40	31.67%	See Note 32.1
Return on Equity Ratio %	0.68	0.09	58.98%	See Note 32.2
Net profit ratio %	0.58	0.05	52.88%	See Note 32.2
Return on Capital employed %	0.15	0.08	6.34%	N.A.
Return on investment %	0.10	0.38	-28.60%	See Note 32.3

32.1 There is difference in Debt Service Coverage ratio since in March 2021 previous year Operating Loss was higher than current year.

32.2 After overcoming from covid 19 pandemic, The company reviewed all the business prospects and activities, The company reassessed all the provision made in earlier year during the covid 19 pandemic scenario and after reassessment, reversed back the provision on loans and advances of Rs. 2161.81 Lakhs and same has been taken into other income.

This explains the variance in Ratios related to Net Profit.

32.3 Previous years OCI Provision have been reversed since the Shares pertaining to OCI entries were sold off during the Financial year. Hence the Management decided to reverse the OCI provision passed as the same was no longer necessary.

Methodology of Ratio / Measure

Ratio / Measure	Methodology
Current Ratio	Current assets over current liabilities
Debt-Equity Ratio	Debt over total shareholders' equity
Debt Service Coverage Ratio	EBIT over current debt
Return on Equity Ratio %	PAT over total average equity
Net profit ratio %	Net profit over revenue
Return on Capital employed %	PBIT over average capital employed
Return on investment %	Dividend and net fair value gain

33 The Company has taken inter-corporate deposits from certain companies and entered into Purchase/ Sale of Securities with same companies during the year ended March 31, 2022. The Company does not have any influence on the directors and/ or its operations of the said companies hence has not considered these as related party transactions in compliance with the Board approved policy on Related Party Transactions. However, in view of the Auditors remark, Audit Committee at its meeting held on May 27, 2022 has out of abundant caution and in compliance with the highest standards of corporate governance considered and ratified the transactions. In Audit Committee inter-alia considered the same and is of the opinion that these transactions are per-se independent in nature and therefore in compliance with the applicable regulatory framework.

The above financial results of the Company have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and accordingly, these financial results together with the results for the comparative reporting period have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the the Companies Act, 2013 ("the Act"), and other recognized accounting practices generally accepted in India and in compliance with Regulation 33 and Regulation 52 read with Regulation 63 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"). Any application guidance/ clarifications/ directions issued by the Reserve Bank of India or other regulators are implemented as and when they are issued/ applicable.

34 Previous period/ year figures have been regrouped and reclassified wherever necessary to conform to current period's presentation. This reclassification has not affected previously reported results.

For Harish Arora & Associates

FRNo. 015226C

Chartered Accountants

Harish Arora

Partner

Membership No. 407420

Place : Mumbai

Date : 27-05-2022

UDIN: 22407420AJTTUV4489

For and on behalf of the Board of Directors

Raju Darade

Director

DIN : 07255522

Shruti Rahul Joshi

Chief Financial Officer

(PAN: BNEPP5367F)

Dipti Yelve

Director

DIN : 07148169

Disha Haresh Shah

Company Secretary

(PAN: EHRPS7994P)

ANNUAL REPORT – 2021-22

THANKING YOU

Annual Report
2022-23
71st Annual General Meeting



CORPORATE INFORMATION

BOARD OF DIRECTORS

Ms. Shruti Rahul Joshi	:	Chairperson & Whole Time Director
Mr. Bipin Varma (w.e.f January 27, 2023)	:	Executive Director
Ms. Dipti Yelve	:	Non- Executive, Independent Director
Mr. Vaibhav Shastri	:	Non- Executive, Independent Director
Mr. Mehul Shah	:	Non- Executive, Non-Independent Director
Mr. Rajesh Kumar A. Pandey (w.e.f January 27, 2023)	:	Non- Executive, Independent Director

CHIEF FINANCIAL OFFICER

Ms. Shruti Rahul Joshi

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Palak Jain (w.e.f. May 12, 2023)

STATUTORY AUDITORS:

M/s. Harish Arora & Associates
Chartered Accountants

REGISTERED OFFICE

Shop No. 06, Prathamesh Avenue,
Datta Mandir Road, Malad East,
Mumbai - 400097, India
CIN: L67120MH1951PLC222871
Tel No.: 02240676000
Email Id: cs@esaar.in
Website: www.esaar.in

CORPORATE OFFICE

Unit No. 101, Western Edge I, Kanakia Spaces,
Western Express Highway, Borivali (East) Mumbai 400 066
Email Id: cs@esaar.in
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

TABLE OF CONTENTS:

Sr. No.	Particulars	Page No.
1.	Director's Report	1
2.	Extract of Nomination and Remuneration Policy	10
3.	Disclosure of particulars of Contracts/Arrangements entered into by the Company with Related Parties	11
4.	Details of Conservation of Energy, Technology Absorption and Foreign exchange Earnings and Out go	12
5.	Particulars of Employees	13
6.	Corporate Governance Report	15
7.	Management & Discussion Analysis Report	33
8.	Secretarial Auditors' Report	35
9.	Independent Auditor's Report	41
10.	Financial Statements	55

DIRECTOR'S REPORT

To,
The Members,
Esaar (India) Limited

Your Directors are pleased to present the 71st Annual Report of Esaar (India) Limited together with Director's Report, Audited Financial Statements and Auditors' Report for the financial year ended March 31, 2023.

1. FINANCIAL RESULTS

Your Company financial performance during the year 2022-23 is summarized below:

(Rs. in Lakhs except EPS)

Particulars	2022-23	2021-22
Income from operations	1846.20	898.80
Other Income	288.52	2796.92
Total Income	2134.72	3695.72
Depreciation & Amortization	3.50	0
Finance Cost	729.60	262.74
Other Expenses	668.40	1345.72
Extraordinary Items	-	-
Profit/Loss After Depreciation & Interest & Extraordinary Items	580.06	2136.70
Provision for Tax	80	16.25
Deferred Tax	52.35	18.45
Profit After Tax	447.70	2102
EPS (Basic and diluted)	2.19	10.28

2. RESULTS OF OPERATIONS

During the year under review, your Company has generated a revenue of Rs. 1846.20 lakhs as compared to Rs. 898.80 lakhs in the previous year. The Company's net profit for the financial year ended March 31, 2023 stood at Rs. 447.70 lakhs as against the net profit of Rs. 2102 lakhs in the previous year.

3. CHANGE IN THE NATURE OF THE BUSINESS

There were 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.

4. CHANGE IN THE NAME OF THE COMPANY

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

5. MATERIAL CHANGES OR COMMITMENTS

There were no material changes or commitments that took place after the closure of FY 2022-23 till date which will have any material or significant impact on the financials of the Company.

6. CHANGE IN SHARE CAPITAL

During the financial year, the authorized share capital of the Company has been increased from Rs. 21,50,00,000/- (Rupees Twenty-One Crores Fifty Lakhs Only) consisting of 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) consisting of 6,15,00,000 (Six Crores Fifteen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The approval of the members was sought via. Extra-ordinary General Meeting dated June 16, 2022.

Further, at the 70th Annual General Meeting held on Thursday, September 29, 2022, the Members had approved to increase the authorized share capital of the Company from Rs. 61,50,00,000 /- (Rupees Sixty-One Crores Fifty Lakhs only) to Rs. 71,50,00,000/- (Rupees Seventy-One Crores Fifty Lakhs only), but as circumstances have evolved, and it has become evident that the need to raise capital is no longer required at the moment therefore, Company decided not to further increase the authorized share capital during the year.

7. TRANSFER TO RESERVE AND SURPLUS

Your Company transferred 20% of the profit i.e. Rs 89.54/- Lakhs to Statutory Reserves during the year ended March 31, 2023.

8. DIVIDEND

With a view to strengthening the financial position of the Company, your Board have not recommended any dividend on equity shares for the FY 2022-23.

9. TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND

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

10. PUBLIC DEPOSITS

Your Company has been registered as a NBFC 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.

11. BUY-BACK / SWEAT EQUITY / BONUS SHARES / Employee stock options

The Company has neither bought back its shares nor has issued any sweat equity or Bonus shares during the year under review.

During the period under review, the Company has not issued any shares or shares with differential voting rights. It has neither issued Employee stock options nor Sweat equity

shares of the Company and does not have any scheme to fund its employees to purchase the shares of the Company.

12. ISSUE OF DEBENTURES, BONDS OR ANY NON-CONVERTIBLE SECURITIES

The Company has not issued any Debentures, bonds or any Non-Convertible Securities.

13. ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

The Company had issued 3,50,00,000 convertible equity warrants at a price of Rs. 10/- each in accordance with the SEBI guidelines and the Companies Act, 2013, but the same has not been allotted due to non-receipt of upfront payment of 25% of total consideration within 15 days of in-principle approval received from BSE as per SEBI guidelines.

14. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES, IF ANY

The Company neither have any Subsidiary, Joint venture or Associate Company nor there are Companies/ Body Corporate which have become/ ceased to be subsidiary / Joint Venture / Associate during the FY 2022-23.

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

15. 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) was appointed as the Statutory Auditors by the Members at the 67th Annual General Meeting of the Company to hold office for the term of 5 consecutive year from 67th AGM to 72nd AGM of the Company.

16. INTERNAL AUDITOR

The Company has appointed M/s. Grandmark & Associates as an Internal Auditor of the Company for the FY 2022-23.

17. STATUTORY AUDIT REPORT

The Auditors' Report on the financial statement for the current year is self-explanatory, therefore does not require any further explanation. The Company has already submitted declaration pursuant to Regulation 33(3)(d) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, ("SEBI LODR") to the Stock Exchange.

18. COST AUDITOR REPORT AND COST RECORD

The Directors state that Section 148(1) of the Companies Act, 2013, is not applicable to the Company.

19. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

M/s. HD & Associates (Membership No.: A47700, COP No. 21073), Practicing Company Secretary was appointed as Secretarial Auditor to conduct the Secretarial Audit of the Company for the FY 2022-23, pursuant to Section 204 of the Companies Act, 2013 and rules made there under. The Secretarial Audit Report for the Financial Year 2022-2023 forms part of the Annual Report. The Secretarial Audit Report is annexed to this Report.

The Secretarial Audit report for the current year is self-explanatory, therefore does not require any further explanation.

Further, Company had appointed M/s. NVB & Associates (Membership No: 12268; CP No. 6069), Practicing Company Secretary, as a Secretarial Auditor of the Company with effect from September 4, 2023, to conduct the Secretarial Audit of the Company for the FY 2023-24.

20. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on March 31, 2023, the Company has Seven (7) Directors consisting of two (2) Executive Director, One (1) Non - Executive, Non- Independent Director and Four (4) Non- Executive, Independent Directors.

(i) Independent Director:

Pursuant to the recommendations of the Nomination and Remuneration Committee, Mr. Rajesh A. Pandey (DIN: 03560331) has been appointed as an Additional Director (Independent Director) of the Company at the Board Meeting held on January 27, 2023, and further regularized as Independent Director by the members at the Extra Ordinary General Meeting held on April 20, 2023.

During the FY 2022-23, no director had resigned from the Board.

On June 30, 2023, Mr. Raju Kishan Darade, had resigned from the post of Independent Director of the Company. the Board places on record their appreciation for the assistance and guidance provided by Mr. Raju Kishan Darade during his tenure as an Independent Director of the Company.

(ii) Executive Director:

Pursuant to the recommendations of the Nomination and Remuneration Committee, Mr. Bipin Dinesh Varma (DIN: 05353685) has been appointed as an Additional Director of the Company at the Board Meeting held on January 27, 2023 and further regularized by the Members at the Extra Ordinary General Meeting held on April 20, 2023.

(iii) Women Director:

Your Company's Board is represented by two Woman Directors viz. Ms. Shruti Rahul Joshi, Chairperson & WTD of the Company and Ms. Dipti Yelve Shashank, Non-Executive, Independent Directors.

(iv) Directors Retiring by Rotation:

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

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

(v) Key Managerial Personnel

The Board noted the resignation of Ms. Disha Shah from the post of Company Secretary and Compliance Officer of the Company with effect from September 3, 2022, and subsequently appointed Ms. Jai Vaidya (Membership No. A 42246) with effect from September 6, 2022 as a Company Secretary and Compliance Officer of the Company. Ms. Jai Vaidya tendered her resignation on November 16, 2022, due to some personal reasons.

On May 12, 2023, Company has appointed Ms. Palak Jain (Membership No. A57361) as a Company Secretary and Compliance Officer of the Company.

21. ANNUAL RETURN

Pursuant to Sections 92 and 134 of the Act, the Annual Return along with Notice of AGM is available on the website of the Company. The web link for the same is www.esaar.in

22. FAMILIARIZATION PROGRAMME

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

23. INDEPENDENT DIRECTOR'S MEETING

The Independent Directors of the Company meets once in every financial year without the presence of Executive Directors and management of the Company. The role of the Independent Directors is as per the provisions of Companies Act, 2013, as well as the SEBI LODR.

24. DECLARATION BY INDEPENDENT DIRECTOR

Pursuant to Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Independent Directors of the Company have given the declaration to the Company that they qualify the criteria of independence as required under the Act.

25. NOMINATION AND REMUNERATION POLICY

An extract of the Company's policy relating to directors appointment, payment of remuneration and discharge of their duties is annexed herewith. The policy is available on the website of the Company at www.esaar.in.

26. A STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

In the opinion of the board, the Independent Directors fulfill the conditions specified in SEBI LODR, and are independent of the management of the Company. The Independent

Directors have complied with the code prescribed in schedule IV of the Companies Act, 2013.

27. MEETING OF BOARD OF DIRECTORS

Details of meeting of the board of directors is mentioned in Corporate Governance report.

28. PERFORMANCE EVALUATION OF THE BOARD

Pursuant to the provisions of Companies Act, 2013 and SEBI LODR, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee, including the Chairperson of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairperson and the Non Independent Directors was carried out by the Independent Directors.

The Directors has expressed its satisfaction with the evaluation process.

29. PARTICULARS OF EMPLOYEES

The Directors and employees do not exceed the remuneration criteria prescribed in Section 197 of the Companies Act, 2013 (“the Act”) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Details attached as **Annexure II**.

The said information in detail is available for inspection at Registered Office of the Company during working hours. Any member interested in obtaining such information may write to the Company Secretary, at the registered office and the same will be furnished on request.

30. CORPORATE GOVERNANCE

Pursuant to Regulation 15(2) of the SEBI LODR, compliance of Corporate Governance is not mandatory. However, the company has complied with the provisions of Regulation 17 to 27 of the SEBI LODR, to the extent possible. A separate section on Corporate Governance forms part of the Directors’ Report as stipulated in SEBI LODR, is included in the Annual Report as **Annexure III**.

31. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis report is annexed as **Annexure IV**.

32. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

The Company has adequate internal financial controls besides timely statutory audit and limited reviews of performance taking place periodically.

33. RISK MANAGEMENT POLICY

The Board of Directors of the Company has put in place a Risk Management Policy which aims at enhancing shareholders’ value and providing an optimum risk-reward tradeoff.

The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

34. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a Vigil Mechanism that enables the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for (a) adequate safeguards against victimization of persons who use the Vigil Mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases. The Board has framed the “Whistle Blower Policy” as the vigil mechanism for Directors and employees of the Company. The web link for the policy is: www.esaar.in

35. CORPORATE SOCIAL RESPONSIBILITY

The provisions of Corporate Social Responsibility was not applicable for the FY 2022-2023. However, the same is applicable from FY 2023-2024. The policy on Corporate Social Responsibility is disclosed on the website of the Company. The web link for the policy on Corporate Social Responsibility is: www.esaar.in

36. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. The Board thereafter constituted a sexual harassment committee where Ms. Shruti Rahul Joshi is the Chairperson of the Committee and Ms. Dipti Yelve and Mr. Bipin Dinesh Varma are the Members. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

- a. number of complaints filed during the financial year - None
- b. number of complaints disposed of during the financial year - None
- c. number of complaints pending as on end of the financial year – None

37. 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.

38. 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 given in the notes to the financial accounts forming part of the Annual Report.

39. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There were contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013. The related party

transactions as per AS 18 are given in the notes to the financial accounts and forms part of the Annual Report.

Pursuant to Section 188 (1) of the Act, particulars of contracts/arrangements entered into by the company with related parties is attached to the director report in Form AOC-2. The Company's Policy on Related Party Transaction is available on the Company's website: www.esaar.in.

40. REGISTRATION WITH INDEPENDENT DIRECTOR'S DATABANK

The Independent Directors of the company are registered with Independent director databank.

41. 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.

42. MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR

There are no Material Changes between the date of the Board Report and at the end of the Financial Year.

43. MATERIAL DEVELOPMENTS DURING THE FINANCIAL YEAR

There are no material developments during the Financial Year.

44. POSTAL BALLOT

There was no resolution passed by Postal Ballot during the FY 2022-23.

45. EXTRA ORDINARY GENERAL MEETING

During the year, an Extra Ordinary General Meeting of the Members of the Company was held on Thursday, June 16, 2022.

46. IN CASE THE SECURITIES ARE SUSPENDED FROM TRADING, THE DIRECTORS REPORT SHALL EXPLAIN THE REASON THEREOF

The trading of the Company has not been suspended.

47. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

As on March 31, 2023, there is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.

48. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

There is no one time settlement done with bank or any financial institution.

49. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo as required under section 134(3) (m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed to this report as **Annexure I**.

50. SECRETARIAL STANDARDS

During the FY 2022-23, the Company has complied with the applicable provisions of Secretarial Standards issued by The Institute of Company Secretaries of India.

51. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, the Directors state that:

- a) In the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) Appropriate accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profits of the Company for the year ended March 31, 2023;
- c) proper and sufficient care was taken 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) Proper internal financial controls were followed by the Company and such internal financial controls are adequate and were operating effectively;
- f) Proper systems are devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

52. ACKNOWLEDGEMENT

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

For and on Behalf of the Board of Directors of
Esaar (India) Limited

Sd/

Shruti Rahul Joshi
Chairperson & Whole-time Director
DIN: 09388260

Sd/-

Bipin Dinesh Varma
Director
DIN: 05353685

Place: Mumbai

Date: September 4, 2023

NOMINATION AND REMUNERATION POLICY

Extract of the Policy is as under:

Appointment of Directors:

The appointments of Directors are recommended by the Nomination and Remuneration Committee of the Company however all the appointments are subject to approval of Board of Directors of the Company.

Remuneration to Directors and Key Managerial Personnel:

Whole time directors are entitled to Remuneration and Independent Directors are entitled to sitting fees. Reimbursement of expenses is allowed wherever expense is made for the Company.

Discharge of Duties:

Directors and KMP are required to perform all the duties which are mentioned under the Articles and all other duties as may be prescribed by the Board of Directors of the Company.

FORM AOC- 2

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

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

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

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements /transactions	Duration of The contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of Approval by the Board	Amount paid as advances ,if any	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188
NA							

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

Sr. No.	Name of Related Party and nature of transactions	Nature of contract /arrangement /transactions	Duration of the contract/ arrangement /transactions	Salient terms of contract /arrangement /transactions, including value, if any	Date(s) of approval by the Board	Amounts paid as advance (s), if any
1	Ms. Shruti Rahul Joshi	Remuneration	FY 2022-23	7,70,809	May 17, 2022	NA
2	Mr. Bipin Dinesh Varma	Remuneration	FY 2022-23	1,23,600	January 27, 2023	NA
3	Ms. Jai Vaidya	Remuneration	FY 2022-23	63,853	September 3, 2022	NA
4	Ms. Disha Shah	Remuneration	FY 2022-23	4,86,304	May 17, 2022	NA

ANNEXURE I

DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY:

a. Major energy conservation measures taken during the year:

The Company has taken adequate measures to conserve energy by continuous monitoring and effective use of energy, which is a continuous process.

b. Additional investment and proposals, if any, being implemented for reduction of consumption of energy: No additional investment proposed.

c. Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:

Since it is continuous process of monitoring and usage, the impact is not quantifiable.

d. During the year Company has taken following measure for optimisation of electricity:

To reduce the environmental impact on society, the Company focuses on optimising electricity consumption, installing energy efficient systems and technologies.

The Company is entrenching an energy efficient culture through improved operational efficiencies, and increased focus on inclusion of renewable sources into the energy mix.

B. TECHNOLOGY ABSORPTION:

Particulars with respect to technology absorption are given below:

a. Research and Development (R & D)

i. Specific areas in which R & D carried out by the Company: The Company has not carried out any research and development activities during the year under review.

ii. Benefits derived as a result of the above R & D: **Not Applicable**

iii. Future plan of Action: **NIL**

iv. Expenditure on R & D.: **NIL**

b. Technology absorption, adoption and innovations: NIL

C. 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.

ANNEXURE II

PARTICULARS OF EMPLOYEES

Details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- a) **The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary and Whole Time Director during the FY 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the FY 2022-23 are as under:**

Name of Directors/KMP and designation	Remuneration of Director / KMP for FY 2022-23 (Rs. in Lakhs)	% increase/ (decrease) in Remuneration for FY 2022-23	Ratio to median remuneration
Ms. Shruti Rahul Joshi Chairperson, Whole-time Director & CFO	7.73	0	3.95
Mr. Bipin Dinesh Varma - Director	1.80	0	3.80
Ms. Disha Shah Company Secretary	4.86	0	-
Ms. Jai Vaidya Company Secretary	0.63	0	-

Notes:

- Ms. Disha Shah resigned from the post of Company Secretary & Compliance Officer w.e.f. September 3, 2022.
- Ms. Jai Vaidya appointed as a Company Secretary & Compliance Officer w.e.f. September 6, 2022, and tender her resignation w.e.f. November 16, 2022.

- b) **The percentage increase in the median remuneration of employees during the Financial Year**

During FY 2022-23, there was no increase in the median remuneration of employees.

- c) **The number of permanent employees on rolls of the Company:**

The Company had total 7 employees as on March 31, 2023.

- d) **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**

There has been no increase in the salaries of employees and the managerial personnel during the year.

- e) **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.

f) **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.

For and on Behalf of the Board of Directors of
Esaar (India) Limited

Sd/-

Shruti Rahul Joshi
Chairperson & Whole-time Director
DIN: 09388260

Sd/-

Bipin Dinesh Varma
Director
DIN: 05353685

Place: Mumbai

Date: September 4, 2023

ANNEXURE III

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company believes that Corporate Governance is an integral element of any responsible company and is a reflection of its core values and principles, encompassing its culture, practices, policies and relationship with its stakeholders. Your Company understands and respects its role and responsibility towards its stakeholders and strives hard to meet their expectations.

At Esaar (India) Limited, the Corporate Governance philosophy is based on the basic principles of integrity, transparency, accountability and adherence to the highest standards of governance and regulatory compliance. Your Company strives for the highest standards of ethical and sustainable conduct of business to create enduring values for its stakeholders (viz., customers, agents, regulators, etc.)

2. BOARD OF DIRECTORS

The Board of Directors along with its Committees provides leadership and vision to the management and supervises the functioning of the Company. In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information are placed before Board to enable it to discharge its responsibilities of strategic supervision of the Company as trustees of stakeholders.

The Board consists of an optimal combination of Executive Directors and Non-Executive Directors including Independent Directors, representing a judicious mix of in-depth knowledge and experience.

a. Composition of Board as on March 31, 2023, Category of Directors and Attendance of each Directors:

During the year, the Board comprises of 7 (Seven) Directors viz., 2 (Two) Executive Directors and 5 (Five) Non-Executive Directors out of which 4 (Four) are Independent Directors. In the opinion of the board, the Independent Directors of the Company fulfill the conditions specified in SEBI LODR, and are independent of the management of the Company.

Details of Composition of Board as on March 31, 2023 & Attendance of Directors are given below:-

Sr. No.	Name of Director	Category	Number of Board Meeting held	Number of Board-Meeting Attended	Attendance at the last AGM held on September 29, 2023	Directorships in other Public Limited Entities *	No. of Committee Positions in Other Public Limited Entities		No. of Directorships in Other Listed Entities	
							Chairperson**	Member**	Name of listed entities	Category of directorship

1	Ms. Shruti Rahul Joshi	Whole Time Director & Chairperson	8	8	Yes	--	--	--	--	--
2	Ms. Dipti Yelve Shashank	Non-Executive, Independent Director	8	8	No	--	--	--	--	--
3	Mr. Mehul Shah	Non-Executive, Non-Independent Director	8	8	No	--	--	--	--	--
4	Mr. Vaibhav Shastri	Non-Executive, Independent Director	8	6	No	--	--	--	--	--
5	Mr. Raju Kishan Darade	Non-Executive, Independent Director	8	7	Yes	--	--	--	--	--
6	Mr. Bipin Dinesh Varma	Executive Director	2	2	NA	--	--	--	--	--
7	Mr. Rajesh A. Pandey	Non-Executive, Independent Director	2	1	NA	--	--	--	--	--

*Does not Includes Private Companies, Limited Liability Partnership, Foreign Companies, Section 8 Companies & Alternate Directorship.

**Includes Audit Committee, Stakeholders Relationship Committee only, of all companies including this company.

Notes:

1. None of the Directors of the Company are directors in any other listed Company.
2. None of the Director is a member of more than 10 committees or acting as Chairperson of more than 5 committees across all companies in which he is a director.
3. Mr. Bipin Dinesh Varma was appointed as an Additional Director of the Company w.e.f. January 27, 2023, and regularised as an Executive Director of the Company by the Members at the General Meeting held on April 20, 2023.
4. Mr. Rajesh A. Pandey was appointed as an Additional Director of the Company w.e.f. January 27, 2023, and regularised as an Independent Director of the Company by the Members at the General Meeting held on April 20, 2023.
5. Mr. Raju Kishan Darade has resigned from the post of Independent Director of the Company w.e.f. June 30, 2023.

b. Change in the composition of the Board

As required under Regulations 26(4) and 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2, particulars of the Directors seeking appointment / re-appointment are given under Explanatory Statement to the Notice of the AGM.

• Appointment of the Directors, if any

During the year under review, Mr. Bipin Dinesh Varma was appointed as an Additional Director of the Company w.e.f. January 27, 2023, and regularised as an Executive Director of the Company by the Members at the General Meeting held on April 20, 2023.

Mr. Rajesh A. Pandey was appointed as an Additional Director of the Company w.e.f. January 27, 2023, and regularised as an Independent Director of the Company by the Members at the General Meeting held on April 20, 2023.

• Director Retired by Rotation

Mr. Mehul Hasmukh Shah (DIN: 00338356), Non-Executive-Non-Independent Director who is retiring by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

• Resignation of the Directors, if any

During the current year, Mr. Raju Kishan Darade (DIN: 07255522) has resigned from the post of Independent Director of the Company w.e.f. June 30, 2023 due to pre-occupation.

c. Number of Board meetings held and dates on which held

The Board of Directors met 8 times during the FY 2022-23 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 May 17, 2022, May 27, 2022, August 10, 2022, September 6, 2022, November 14, 2022, January 27, 2023, February 14, 2023 and March 25, 2023.

d. Meeting of Independent Directors

The Company's Independent Directors are required to meet at least once in every financial year in compliance with the provisions of the Companies Act, 2013. Such meetings are conducted to enable Independent Directors to discuss the matters pertaining to the Company's affairs and put forth their views. Further, Independent Directors also review the performance of the Non-Independent Directors, Chairman (after considering the views of Executive and Non-Executive Directors of the Company) and the Board as a whole. During the year under review, the Independent Directors met on May 27, 2022 and all the Independent Directors attended the meeting.

e. Number of shares and convertible instruments held by Non-Executive Directors

No shares of the Company are held by the non-executive Directors of the Company.

f. Disclosure of relationship between Directors Inter-se

None of the Directors of the Company are related to each other.

g. Independent Directors

In the opinion of the board, the independent directors fulfill the conditions specified in SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, and are independent of the management of the Company.

3. CHART OF SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS:

The following are the skills/competencies determined as required for the discharge of the obligations by the Board:

Major Classification	Sub Classification	Remarks
Industry Related	Specific Skills	Good knowledge about the industry and the issues specific to the Company.
	Technical Skills	Technical/professional skills and specialist knowledge about the Company, its market, process, operations, etc. (For Executive Directors).
Strategy & Policy	Strategy	Strategic thinking and decision making and ability to oversee strategi human resource management
	Policies	Guidance for development of policies and other parameters within which the Company should operate for better control and management.
	Crisis Management	Ability to guide crisis management and provide Leadership in hours of need.
Risk & Compliance	Operational	Knowledge and experience of risk management models
	Legal	Monitor the risks and compliances and knowledge of regulatory requirements
	Financial	Experience in accounting and finance, ability to analyze the financial statements presented, assess the viability of various financial proposals, oversea funding arrangements and budgets.

4. 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 Chairperson of the Audit Committee, the Nomination & Remuneration Committee and of the Stakeholders Relationship Committee.

5. 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 Chairperson, 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.

6. SHARES HELD AND CASH COMPENSATION PAID TO DIRECTORS FOR THE YEAR ENDED MARCH 31, 2023(IN LAKHS)

Sr. No.	Name and designation	Sitting Fees for attending Board & Committee Meetings	Salary & Perquisites	Incentive/ Bonus	Total Compensation	Fully paidup Ordinary Shares held (Nos.)
1.	Ms. Shruti Rahul Joshi Chief Financial officer & Executive Director	0	7.73	0	7.73	100
2.	Mr. Bipin Dinesh Varma-Executive Director	0	1.80	0	1.80	0
3.	Mr. Mehul Shah –Non-Executive, Non-Independent	0	0	0	0	0
4.	Mr. Vaibhav Shastri – Independent Director	0	0	0	0	0
6.	Mr. Raju Kishan Darade – Independent Director	0	0	0	0	0
7.	Mr. Rajesh A. Pandey – Independent Director	0	0	0	0	0

Notes:

1. Mr. Bipin Dinesh Varma was appointed as an Additional Director of the Company w.e.f. January 27, 2023, and regularised as an Executive Director of the Company by the Members at the General Meeting held on April 20, 2023.
2. Mr. Rajesh A. Pandey was appointed as an Additional Director of the Company w.e.f. January 27, 2023, and regularised as an Independent Director of the Company by the Members at the General Meeting held on April 20, 2023.
3. Mr. Raju Kishan Darade has resigned from the post of Independent Director of the Company w.e.f. June 30, 2023.

7. 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 LODR read with Section 177 of the Companies Act, 2013.

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

During the FY 2022-23, Audit Committee met 6 times 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 27, 2022, August 10, 2022, September 6, 2022, November 14, 2022, January 27, 2023, and February 14, 2023.

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	Chairperson	6
Mr. Raju Darade	Member	5
Mrs. Shruti Rahul Joshi	Member	6
Mr. Rajesh A. Pandey	Member	-

Notes:

1. Mr. Raju Kishan Darade has resigned from the post of Independent Director of the Company w.e.f. June 30, 2023.
2. Mr. Rajesh A. Pandey was appointed as a member of Committee w.e.f July 26, 2023.

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 SEBI LODR.

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 LODR read with Section 178 of the Companies Act, 2013.

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

During the FY 2022-23, the Committee met three times i.e. on September 6, 2022, November 14, 2022, and January 27, 2023. The necessary quorum was present for all the meetings.

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	Chairperson	3
Mr. Mehul Shah	Member	3
Mr. Raju Darade	Member	2
Mr. Rajesh A. Pandey	Member	-

Notes:

1. Mr. Raju Kishan Darade (DIN: 07255522) has resigned from the post of Independent Director of the Company w.e.f. June 30, 2023.
2. Mr. Rajesh A. Pandey was appointed as a member of Committee with effect from July 26, 2023.

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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

IV. Performance evaluation Criteria for Independent Directors

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

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 LODR read with Section 178 of the Companies Act, 2013.

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

During the year under review one (1) meeting of the Committee held on May 27, 2022. Necessary quorum was present during the Meeting.

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	Chairperson	1
Mrs. Shruti Rahul Joshi	Member	1
Mr. Mehul Shah	Member	1

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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

IV. Stakeholders Grievance Redressal

During the year under review no compliant were received by the Company. There was no outstanding complaint as on March 31, 2023. No requests for transfer and for dematerialization were pending for approval as on March 31, 2023.

The Registrar and Share Transfer Agents (RTA), M/s. Purva Shareregistry (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. Palak Jain
 Company Secretary & Compliance Officer
 Shop No. 06, Prathamesh Avenue Datta Mandir Road,
 Malad (East), Mumbai -400097
 Email id: cs@esaar.in

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.

D. Sexual Harassment Committee

The Committee looks into the matter regarding Sexual Harassment at work place. Also various measures adopted by the Company in order to make the employees aware of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Composition of Sexual Harassment Committee is as under:

Name of the Member	Status
Ms. Shruti Rahul Joshi	Chairperson
Ms. Dipti Yelve	Member
Mr. Bipin Dinesh Varma	Member

8. GENERAL BODY MEETINGS

A. Annual General Meeting:

Details of the 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
70 th AGM	29/09/2022 at 2:00 p.m.	Through Video Conference/ Audio Visual means	<ul style="list-style-type: none"> To increase the Authorized share capital of company and to amend the Memorandum of Association. To appoint Mr. Raju Kishan Darade (DIN: 07255522) as a Non-Executive, Independent Director of the Company. To appoint Mrs. Shruti Rahul Joshi (DIN: 09388260) as an Executive Director of the Company. 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.
EGM	16/06/2022 at 1:00 p.m.	Through Video Conference/ Audio Visual means	<ul style="list-style-type: none"> To increase the Authorized share capital of company and to amend the Memorandum of Association. Issue and allotment of warrants on preferential basis.
69 th AGM	27/09/2021 at 12:00 p.m.	Through Video Conference/ Audio Visual means	<ul style="list-style-type: none"> 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.
Postal Ballot	21/11/2020 at 5:00 p.m.	-	To approve the Reduction of Equity Share Capital of the Company.
68 th AGM	29/09/2020 at 10:00 a.m.	Through Video Conference/ Audio Visual means	To appoint Mr. Mehul Shah (DIN: 00338356) as a Non-Executive, Independent Director.

9. 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:

A. Quarterly Results

The quarterly, half-yearly and annual results are generally published in one leading national (English) business newspaper Financial Express and in one vernacular (Marathi) newspaper Mumbai Lakshadep. The results and presentations are submitted and published on stock exchanges and are also displayed on the Company's website at <http://esaar.in/>

B. Website

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

C. Designated Email ID:

The Investors can register their grievances and complaints on the email id of the company cs@esaar.in. This email id is displayed on the company's website <http://esaar.in/>

D. 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.

E. 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.

10. CEO/CFO CERTIFICATION

A certificate signed by Director is attached with this report.

11. GENERAL INFORMATION FOR SHAREHOLDERS

a.	Annual General Meeting	:	Saturday, September 30, 2023 at 12:00 noon. through Video Conference / Other Audio-Visual Means
b.	FY of the Company	:	April 1, 2022 - March 31, 2023 Calendar (tentative dates of declaration of half yearly results) 2 nd half year: Within 45 Days from end of respective half year 4 th full year: Within 60 Days from end of respective year
c.	Date of Book Closure	:	September 25, 2023 to September 29, 2023. (Both days inclusive)
d.	Registered Office	:	Shop 06, Prathamesh Avenue, Datta Mandir Road, Malad East, Mumbai - 400097.
e.	Address for correspondence with the company	:	101, Western Edge I, Kanakia Spaces, Western Express Highway, Borivali (East) Mumbai 400066 Tel: 022-40676000
f.	Dividend Payment	:	Not Applicable as the Board has not recommended any dividend
g.	Listing of Shares	:	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001
h.	Listing Fees	:	Paid
i.	Stock Code	:	Scrip Code: 531502 ISIN: INE404L01021
j.	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 - 400011 Tel: 022- 23012518 Fax: 022-23012517 Email: support@purvashare.com
k.	Share Transfer System	:	Share Transfer in physical form are generally registered and returned within 15 days from the date of receipt in case if documents are complete in all respects.

I. Stock Market data:

The monthly 'high' and 'low' of the shares traded during the period from April 2022 to March 2023 on BSE are given below:

Month	High	Low	No. of shares traded
April, 2022	4.84	4.17	1,43,707
May, 2022	4.63	3.68	2,67,191
June, 2022	7.02	4.72	9,11,282

July, 2022	8.68	7.16	9,20,795
August, 2022	7.38	6.46	6,79,995
September, 2022	6.78	6.07	9,04,419
October, 2022	9.33	6.83	5,89,483
November, 2022	10.28	7.25	2,90,523
December, 2022	7.56	6.34	7,88,668
January, 2023	7.83	6.57	3,14,400
February, 2023	6.91	5.58	3,30,137
March, 2023	5.47	4.11	7,72,259

m. Distribution of Shareholding as on March 31, 2023:

Shareholding of Nominal Value	No. of shareholders	% of total shareholders	Total No. of shares held	% of shares held
Up to 5000	6388	81.79	7,18,741	3.52
5,001 - 10,000	517	6.62	4,28,845	2.10
10,001 - 20,000	322	4.12	4,96,491	2.42
20,001 - 30,000	123	1.57	3,11,987	1.53
30,001 - 40,000	51	0.65	1,84,810	0.90
40,001 - 50,000	68	0.87	3,24,650	1.59
50,001 - 1,00,000	123	1.57	9,22,566	4.51
1,00,001 and above	218	2.79	1,70,54,410	83.43
TOTAL	7810	100.00	2,04,42,500	100.00

n. Shareholding Pattern (Category wise) as on March 31, 2023:

Sr. No	Category of Shareholders	Total Holding	% of Total Holding
1	Promoter	6,34,688	3.10
2	Resident Individuals	1,60,80,434	78.66
3	Bodies Corporate	19,41,667	9.50
4	Clearing Members	47,310	0.23
5	Non-Resident Indian	74,887	0.37
6	Hindu Undivided Family (HUF)	15,63,514	7.65
7	Trust	1,00,000	0.49
	Total	2,04,42,500	100.00

o. Dematerialization of shares and liquidity: Company has DEMAT connectivity with CDSL & NSDL.

Bifurcations of shares held in physical and demat form as on March 31, 2023.

Particulars	No. of Shares	%
Physical Segment	7,24,166	3.54
Demat Segment:		
NSDL	73,71,715	36.06
CDSL	1,23,46,619	60.40
Total	2,04,42,500	100

p. Nomination:

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from your Company's Registrar and Share Transfer Agent.

q. Address for Communication:

Registered Office: Shop 06, Prathamesh Avenue, Datta Mandir Road, Malad East, Mumbai - 400097.

Tel No: 022 - 40676000; **Email ID:** cs@esaar.in.

r. Credit Ratings:

The Company has not obtained any credit rating for its securities. <http://esaar.in/>

s. Code of Conduct

In accordance with Regulation 26(3) and Schedule V of the SEBI LODR, this is to confirm that all the members of the Board and the senior management personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2023.

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

12. OTHER DISCLOSURES

- All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the FY 2022-23 were undertaken in compliance with the aforesaid regulatory provisions;
- There were no materially significant transactions with related parties during the FY which were in conflict with the interest of the Company;
- The Company does not have any Subsidiary and Associate Companies as on March 31, 2023.
- The Board has approved a policy for related party transactions which has been uploaded on the website of the company viz. <http://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 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 (Prevention, Prohibition & Redressal) Act, 2013. The Company has not received any complaints during the FY 2022-23. The said policy has been put on the Company's website viz. <http://esaar.in/>
- M/s. HD & Associates, Practising Company Secretaries have conducted Secretarial Audit of the Company for the FY 2022-23. The Secretarial Audit Report forms part of the Director's Report.
- A certificate has been received from M/s. NVB & 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.

- Mr. Nithish Bangera, Practising Company Secretaries, have certified that the Company has complied with the mandatory requirements as stipulated under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- The Auditors has given an unmodified opinion on the financial statement.
- The Company has issued 3,50,00,000 convertible equity warrants at a price of Rs. 10/- each in accordance with the SEBI guidelines and the Companies Act, 2013 but the same has not been allotted due to non-receipt of upfront payment of 25% of total consideration within 15 days of in-principle approval received from BSE.
- The Company has not issued any GDRs/ADRs in the past and hence as on March 31, 2023, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

13. COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF NON-MANDATORY REQUIREMENTS:

The Company has complied with all mandatory requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Company has adopted the following non-mandatory requirements of Regulation 27(1) read with Part E of Schedule II of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

Disclosures of compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

Sr. No.	Particulars	Regulation	Compliance status Yes/No/N.A.	Compliance observed for following:
1	Board of Directors	17	Yes	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • Composition • Meeting of Audit Committee • Role of Audit Committee and review of information by the Committee
3	Nomination & Remuneration Committee	19	Yes	<ul style="list-style-type: none"> • Composition • Role of the Committee • Meeting of Nomination & Remuneration Committee • Role of Nomination & Remuneration Committee

4	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> • Composition • Role of the Committee • Meeting of Stakeholders Relationship Committee • Role of Stakeholders Relationship Committee
5	Risk Management Committee	21	NA	<ul style="list-style-type: none"> • The Company is not in the list of top 500 listed entities by market capitalization
6	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> • Formulation of Vigil Mechanism for Directors and employees • Direct access to Chairperson of Audit Committee
7	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • The Company does not have any subsidiary
9	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • Memberships/Chairpersonships 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	<ul style="list-style-type: none"> • Compliance with discretionary requirements • Filing of quarterly compliance report on Corporate Governance
12	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> • Terms and conditions of appointment of Independent Directors

				<ul style="list-style-type: none"> • 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
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DECLARATION

It is hereby declared that all the Board Members and Senior Managerial Personnel have affirmed compliance of code of conduct, pursuant to Corporate Governance, for the year ended March 31, 2023.

For and on behalf of the board of Directors of
Esaar (India) Limited

Sd/-

Shruti Rahul Joshi
Chairperson & WTD
DIN: 09388260

Sd/-

Bipin Dinesh Varma
Director
DIN: 05353685

Place: Mumbai

Date: September 4, 2023

CEO/CFO COMPLIANCE CERTIFICATION***Compliance Certificate under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015***

I, Ms. Shruti Rahul Joshi, Whole Time Director and Chief Financial Officer do hereby certify to the Board that:

1. I have reviewed the Financial Statements, read with the Cash Flow Statement of the Company and to the best of my knowledge and belief, I state that:
 - i. these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I 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 I am aware and the steps I have taken or propose to take to rectify these deficiencies.
4. I have indicated to the Statutory Auditor and the Audit Committee –
 - i. significant changes in internal control over financial reporting during the year, if any;
 - ii. 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
 - iii. instances of significant fraud of which I 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.

For **Esaar (India) Limited**

Sd/-

Shruti Rahul Joshi
Whole Time Director & Chief Financial Officer
DIN: 09388260

Date: September 4, 2023

Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to clause C of Schedule V read with Regulation 34(3) of the SEBI (Listing obligations and Disclosure Requirement) Regulations, 2015).

**To
The Members,
Esaar (India) Limited**

Pursuant to item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, we hereby certify that none of the directors on the board of Esaar (India) Limited have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI, Ministry of Corporate Affairs or any such statutory authority.

**For NVB & Associates,
Practicing Company Secretaries,**

Sd/-

**CS Nithish Bangera
Proprietor**

**ACS: 12268; CP No. 6069
UDIN: A012268E000925708
Peer Review: S2016MH373700**

**Place: Mumbai
Date: September 4, 2023**

Practising Company Secretary's Certificate Regarding Compliance of Conditions of Corporate Governance

**To
The Members,
Esaar (India) Limited**

We have examined the compliance of the conditions of Corporate Governance by Esaar (India) Limited ('the Company') for the year ended on March 31, 2023. The company has complied with the provisions of Regulation 17 to 27 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent possible.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended on March 31, 2023.

We further state that such compliance 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.

The certificate is solely issued for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For NVB & Associates,
Practicing Company Secretaries,**

Sd/-

**CS Nithish Bangera
Proprietor**

ACS: 12268; CP No. 6069

UDIN: A012268E000925763

Peer Review: S2016MH373700

Place: Mumbai

Date: September 4, 2023

ANNEXURE IV

MANAGEMENT DISCLOSURES AND REPORTING (MDAR)

Your Directors have pleasure in presenting the management discussion and analysis report for the year ended on March 31, 2023. 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.

NBFC INDUSTRY

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

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.

OPPORTUNITIES & 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 of Directors of
Esaar (India) Limited

Sd/-

Shruti Rahul Joshi
Chairperson & WTD
DIN: 09388260

Sd/-

Bipin Dinesh Varma
Director
DIN: 05353685

Place: Mumbai

Date: September 4, 2023

FORM NO. MR - 3SECRETARIAL AUDIT REPORTFOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

(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) Limited,

Shop No. 06, Prathamesh Avenue Datta Mandir Road,

Malad East Mumbai -400097.

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, 2023, 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations);
 - 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;
- 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 Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable during the audit period)
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not applicable during the audit period)
- The Company has complied with the requirements under the Equity Listing Agreement entered into with BSE Limited.

vi) Reserve Bank of India Act, 1934;

vii) Master Direction - Non-Banking Financial Company (Reserve Bank) Directions, 2016;

viii) 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.

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 had delayed in filing of the Returns with RBI and same were ratified.*

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:

- i. Mrs. Disha Shah has resigned from the post of Company Secretary and Compliance Officer of the Company with effect from 03rd September, 2022;
- ii. Ms. Jai Vaidya has been appointed as a Company Secretary and Compliance Officer of the Company with effect from 06th September, 2022;
- iii. Ms. Jai Vaidya resigned from the post of Company Secretary and Compliance Officer of the Company with effect from 16th November, 2022;
- iv. Mr. Bipin Dinesh Varma (DIN: 05353685) has been appointed as an Executive Director of the Company with effect from 27th January, 2023.
- v. Mr. Rajesh Kumar Amarnath Pandey (DIN: 03560331) has been appointed as an Independent Director of the Company with effect from 27th January, 2023.
- vi. Ms. Palak Jain has been appointed as a Company Secretary and Compliance Officer of the Company with effect from 12th May, 2023.
- vii. Mr. Raju Kishan Darade (DIN: 07255522) has resign from the post of Independent Director of the Company with effect from 30th June, 2023.

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 within the prescribed time, 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:

During the audit period apart from the instances mentioned hereunder, there were no specific events / actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc.:

- The Company has obtained Shareholder's approval in the 70th Annual General Meeting for:
 - I. 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;
 - II. Re-appointment of Mr. Mehul Hasmukh Shah, Director (DIN: 00338356), who retires from office by rotation and being eligible, offers himself for reappointment;
 - III. 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);

-
- IV. To appoint Mr. Raju Kishan Darade (DIN: 07255522) as a Non-Executive, Independent Director of the Company;
- V. To appoint Mrs. Shruti Rahul Joshi (DIN: 09388260) as an Executive Director of the Company;
- VI. 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.
- The Company has obtained the In-principal approval from the Bombay Stock Exchange ("BSE") on August 30, 2022 for issuance and allotment of Warrant. However, since the warrant application money was not received within 15 days from the date of receiving the in-principal approval, the warrants were subsequently cancelled. As a result, the In-principal approval received from the exchange was held in abeyance.

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

**FOR HD AND ASSOCIATES
COMPANY SECRETARIES**

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

PLACE: MUMBAI

DATE: 27TH JULY, 2023

UDIN: A047700E000687341

PEER REVIEW NO.: 2208/2022

ANNEXURE A TO SECRETARIAL AUDIT

To

The Members,

Esaar (India) Limited,

Shop No. 06, Prathamesh Avenue Datta Mandir Road,

Malad East Mumbai – 400 097.

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.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR HD AND ASSOCIATES
COMPANY SECRETARIES**

Sd/-

HARDIK DARJI

**PRACTICING COMPANY SECRETARY
PROPRIETOR**

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

FRN: S2018MH634200

PLACE: MUMBAI

DATE: 27TH JULY, 2023

UDIN: A047700E000687341

PEER REVIEW NO.: 2208/2022

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**

Sd/-

**HARDIK DARJI
PRACTICING COMPANY SECRETARY
PROPRIETOR**

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

FRN: S2018MH634200

PLACE: MUMBAI

DATE: 27TH JULY, 2023

UDIN: A047700E000687341

PEER REVIEW NO.: 2208/2022



INDEPENDENT AUDITOR'S REPORT

To the Members of **ESAAR (INDIA) LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the financial statements of ESAAR (INDIA) LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2023, 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, 2023, 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 auditors' 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.

Without qualifying our report attention is invited to note no. 05 of financial statement wherein the company has not allotted 2,40,64,000 convertible equity warrants at a price of Rs. 10/- each in accordance with the SEBI guidelines and the companies act 2013 upon non-receipt of upfront payment of 25% i.e. Rs. 601.60 lakhs of total consideration (of Rs. 2406.40 Lakhs) as per the term of preferential issue. These convertible warrants were not issued on physical basis and dematerialization of these warrants are not under process.

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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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.
 - vi. As proviso to rule 3(1) of the Companies (Account) Rules,2014 is applicable for the company only w.e.f. April 1,2023, reporting under this clause is not applicable.
3. In our opinion, according to information, explanation given to us, the remuneration paid by the company to its directors is within the limits laid prescribed under section 197 of the Act the rules thereunder.

FOR HARISH ARORA & ASSOCIATES

Chartered Accountants

FRN: 015226C

HARISH ARORA

Partner

Membership No. 407420

Place: Mumbai

Date: 26/06/2023

UDIN :23407420BGXPTY5674

Annexure 'A'

(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, 2023)

We report that:

- (i) (a) (A) The company has maintained proper records showing full particulars, 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 statements are 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, 2023 is Rs. 218.86 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, 2023.

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, 2023 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	95,15,020
The Income Tax Act, 1961	Income Tax	CIT Appeals	A.Y. 2015-16	3,07,65,621
The Income Tax Act, 1961	Income Tax	CIT Appeals	A.Y. 2016-17	50,84,838
The Income Tax Act, 1961	Income Tax	AO	A.Y. 2021-22	4,17,41,240

- (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 2023. 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 2023. 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

Place: Mumbai
Date: 26/06/2023

HARISH ARORA
(PARTNER)
Membership No.: 407420

Annexure 'B'

Report on Internal Financial Controls with reference to financial statements

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

Opinion

We have audited the internal financial controls over financial reporting of ESAAR (INDIA) LIMITED ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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, 2023, 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.

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.

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

Place: Mumbai
Date: 26/06/2023

**HARISH ARORA
(PARTNER)
Membership No.: 407420**

Esaar (India) Limited
Balance Sheet as at 31st March 2023

(Amount in Lacs)

Particulars	Note No.	As at 31 March, 2023	As at 31 March, 2022
ASSETS			
1 Financial Assets			
(a) Cash and cash equivalents	2	78.20	77.34
(b) Receivables		-	-
(I) Trade Receivables	3	887.24	887.24
(II) Other Receivables - Derivatives		-	-
(c) Loans	4	12,650.06	8,651.59
(d) Investments	5	1,751.32	2,768.07
(e) Other Financial assets	6	113.94	23.49
(f) Inventories	7	39.89	163.80
Total Financial Assets		15,520.66	12,571.53
2 Non-Financial Assets			
(a) Current tax assets (Net)	8	7.00	41.32
(b) Deferred tax Assets (Net)	9	87.68	140.03
(c) Property, Plant and Equipment	10	206.81	27.37
(d) Miscellaneous Expenditure not written off		36.85	-
Total Non-Financial Assets		338.35	208.72
TOTAL ASSETS		15,859.01	12,780.25
II LIABILITIES AND EQUITY			
1 LIABILITIES			
Financial Liabilities			
(a) Trade Payables			
1.Total Outstanding dues of MSME	11	-	-
2.Total Outstanding dues of Creditors other than MSME	11	553.83	402.53
(b) Borrowings	12	10,673.86	8,141.97
(c) Other financial liabilities	13	167.80	14.86
Total Financial Liabilities		11,395.51	8,559.36
Non-Financial Liabilities			
(a) Provisions	14	2.64	-
(b) Current tax Liabilities (Net)	8	-	-
Total Non-Financial Liabilities		2.64	-
2 EQUITY			
(a) Equity share capital	16	2,044.25	2,044.25
(b) Receipts Against Warrants		761.60	-
(c) Other Equity	17	1,655.01	2,176.64
Total Equity		4,460.86	4,220.89
TOTAL LIABILITIES AND EQUITY		15,859.01	12,780.25

As per our report of even date attached

1-34

For Harish Arora & Associates
FRNo. 015226C
Chartered Accountants

For and on behalf of the Board of Directors

Harish Arora
Partner
Membership No. 407420

Shruti Rahul Joshi
Whole Time Director & CFO
DIN : 09388260

Bipin Varma
Director
DIN : 05353685

Place : Mumbai
Date : 26-06-2023
UDIN: 23407420BGXPUA9861

Palak Jain
Company Secretary
(PAN:ARQPJ7853H)

Esaar (India) Limited
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31,2023

(Amount in Lacs except EPS)

Particulars		Note No.	For the year ended 31 March, 2023	For the year ended 31 March, 2022
	Revenue from Operations			
	Interest Income	18	913.81	843.15
	Sale & Purchase of Shares and Securities (Net)	19	631.22	43.85
	Other Revenue from Operations	19	301.17	11.80
I	Total Revenue from operations		1,846.20	898.80
II	Other income	20	288.52	2,796.92
III	Total Revenue		2,134.72	3,695.72
	Expenses:			
	Finance Cost	21	729.60	262.74
	Impairment on financial instruments		-	-
	Net loss /(gain) on fair value changes		-	-
	Changes in Inventory of Shares and Securities		123.90	(77.48)
	Employee Benefits Expenses	22	29.27	28.04
	Depreciation & amortization expenses	10	3.50	1.25
	Other Expenses	23	668.40	1,345.72
IV	Total Expenses		1,554.66	1,560.27
V	Profit/(Loss) before exceptional items and tax (III-IV)		580.06	2,135.46
VI	Exceptional Items		-	-
VII	Profit/(Loss) before tax (V -VI)		580.06	2,135.46
VIII	Tax expenses:			
	(1) Income Tax			
	- Current year		80.00	16.25
	- Earlier years		-	-
	(2) Deferred tax		52.35	18.45
IX	Profit/(Loss) for the period (VII-VIII)		447.70	2,100.75
X	Other Comprehensive Income			
	A. (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	B. (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	Total Comprehensive Income for the period (IX+X)		447.70	2,100.75
XI	(Comprising Profit/(Loss) and Other Comprehensive Income for the period)			
XII	Earning per equity share:	24		
	(1) Basic		2.19	10.28
	(2) Diluted		2.19	10.28

As per our report of even date attached

1-34

For Harish Arora & Associates
FRNo. 015226C
Chartered Accountants

Harish Arora
Partner
Membership No. 407420

Place : Mumbai
Date : 26-06-2023
UDIN: 23407420BGXPUA9861

For and on behalf of the Board of Directors

Shruti Rahul Joshi **Bipin Varma**
Whole Time Director & CFO Director
DIN : 09388260 DIN : 05353685

Palak Jain
Company Secretary
(PAN:ARQPJ7853H)

Esaar (India) Limited
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2023

(Amount in Lacs)

	Particulars	For the year ended	
		31 March, 2023	31 March, 2022
A	Cash Flow From Operating activities:		
	Profit before income tax :	580.06	2,135.46
	Adjustments for:		
	Other Comprehensive Income	(969.33)	(148.63)
	Fair Value Measurement - ECL / Reversal of Provisions	-	332.01
	Operating Profit Before Working Capital Changes [I]	(389.27)	2,318.84
	Adjustment for Working Capital Changes:		
	Increase in Trade Payables and Other Liabilities	306.91	(148.14)
	Decrease/(Increase) in Inventories	123.91	(77.48)
	Decrease in Trade Receivable	-	598.12
	(Increase) in Financial and Other Assets	(4,091.46)	(5,593.00)
	Increase in Other Current Aseets	-	(21.47)
	Cash generated from Operations [II]	(3,660.66)	(5,241.97)
	Income Taxes Paid [III]	(80.00)	(16.25)
	Net Cash (outflow)/inflow from Operating Activities (A) [I+II+III]	(4,129.93)	(2,939.39)
B	Cash Flows From Investing Activities		
	(Investment in Shares)/ Sale of Shares	1,016.74	(1,667.04)
	Investment in Fixed Assets	(179.45)	(26.80)
	Net Cash (outflow)/inflow From Investing Activities (B)	837.29	(1,693.84)
C	Cash Flows From Financing Activities:		
	Short Term Borrowings	2,531.89	4,693.35
	Receipts against Share Warrants	761.60	-
	Net Cash Inflow From Financing Activities (C)	3,293.49	4,693.35
	Net increase (decrease) in cash and cash equivalents (A+B+C)	0.86	60.12
	Cash and Cash Equivalents at the beginning of the financial year	77.34	17.22
	Cash and Cash Equivalents at end of the year	78.20	77.34

As per our report of even date attached

For Harish Arora & Associates
FRNo. 015226C
Chartered Accountants

Harish Arora
Partner
Membership No. 407420

Place : Mumbai
Date : 26-06-2023
UDIN: 23407420BGXPUA9861

For and on behalf of the Board of Directors

Shruti Rahul Joshi **Bipin Varma**
Whole Time Director & CFO **Director**
DIN : 09388260 **DIN : 05353685**

Palak Jain
Company Secretary
(PAN:ARQPJ7853H)

Esaar (India) Limited
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2023

Other Equity						(Amount in Lacs.)
Particulars	Reserve & Surplus				Total	
	Share Premium	Retained Earnings	Statutory Reserves	OCI		
Balance as at 31 March 2021	124.89	407.33	86.95	399.47		
Profit for the year	-	2,100.75	-	-	2,100.75	
Additions during the year	-	332.01	-	(148.63)	183.38	
Transfer to Statutory Reserve		(420.15)	420.15		-	
Other Comprehensive Income	-	-	-		-	
Balance as at 31 March 2022	124.89	1,273.27	507.10	271.37	2,176.63	
Particulars	Reserve & Surplus				Total	
	Share Premium	Retained Earnings	Statutory Reserves	OCI		
Balance as at 31 March 2022	124.89	1,273.27	507.10	271.37	2,176.63	
Profit for the year	-	447.70	-	-	447.70	
Additions during the year	-		-	(969.33)	(969.33)	
Transfer to Statutory Reserve		(89.54)	89.54		-	
Other Comprehensive Income	-	-	-		-	
Balance as at 31 March 2023	124.89	1,631.43	596.64	(697.96)	1,655.01	

1 ACCOUNTING POLICY

1.1 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 - 400 097, Maharashtra, India

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

Statement of Compliance and Basis for Preparation and Presentation of Financial

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 26th June 2023.

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.

2.1 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
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are
- 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 Observeable 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 constant 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 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.

Segment Information

As the Company has no activities other than those of an investment company, the segment reporting under Indian Accounting Standard Ind AS 108 - 'Operating Segments' is not applicable. The Company does not have any reportable geographical segment.

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.

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

- 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 -

'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 has not entered 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.

Employee Welfare Fund

The Company has created Employee Welfare Fund of Rs. 2,32,915/- during the Financial year 2022-23 for the Benefits of Employees to support families of deceased employees, Top up option under Group Mediclaim schemes, economic assistance to affected employees, etc.

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 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.

Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in Lacs.)

Note No.	Particulars	As at March 31, 2023	As at March 31, 2022						
2	CASH & CASH EQUIVALENTS Balance With Banks in Current Accounts Cash on Hand Total	76.07 2.13 78.20	75.44 1.90 77.34						
3	TRADE RECEIVABLES (I) Trade Receivables Secured, considered goods Unsecured, considered goods (II) Other Receivables Total	 887.24 - 887.24	 887.24 - 887.24						
Note 3.1: Trade Receivables ageing Schedule									
The trade receivables ageing schedule for the years ended as on March 31, 2023 are as follows :									
	Particulars	Not Due	Outstanding for following periods from due date of payment						
			<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Less than 6 months</th> <th style="text-align: center;">6 months to 1 year</th> <th style="text-align: center;">1-2 years</th> <th style="text-align: center;">2-3 years</th> <th style="text-align: center;">More than 3 years</th> <th style="text-align: center;">Total</th> </tr> </thead> </table>	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total				
	Undisputed trade receivables – considered good	-	-	887.24	-	-	887.24		
	Undisputed trade receivables – credit impaired								
	Disputed trade receivables – considered good								
	Disputed trade receivables – credit impaired								
	Less : Allowance for credit loss								
	Total trade receivables	-	-	887.24	-	-	887.24		
The trade receivables ageing schedule for the years ended as on March 31, 2022 are as follows :									
	Particulars	Not Due	Outstanding for following periods from due date of payment						
			<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Less than 6 months</th> <th style="text-align: center;">6 months to 1 year</th> <th style="text-align: center;">1-2 years</th> <th style="text-align: center;">2-3 years</th> <th style="text-align: center;">More than 3 years</th> <th style="text-align: center;">Total</th> </tr> </thead> </table>	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total				
	Undisputed trade receivables – considered good	-	-	69.75	817.49	-	-	887.24	
	Undisputed trade receivables – credit impaired								
	Disputed trade receivables – considered good								
	Disputed trade receivables – credit impaired								
	Less : Allowance for credit loss								
	Total trade receivables	-	-	70	817	-	-	887.24	
<p>Note 2.1. The average credit period ranges between 1 to 11 months.</p> <p>Note 2.2 The Company measures trade receivables at amortised cost. Trade receivables are measured at transaction price.</p> <p>Note 2.3. Expected credit loss on trade receivables: The Company applies the simplified approach for computation of expected credit loss on trade receivables as allowed under IndAS 109. The Company is recognizing lifetime expected credit loss for trade receivables, as applicable.</p> <p>Note 2.4. The carrying amount of trade receivables approximates the fair value because of their short term nature.</p> <p>Note 2.5 No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.</p>									
4	LOANS Loans (a) Secured, Considered Good (b) Unsecured, Considered Good -Loans to Related Parties -Loans to others Provision for Standard Assets, Doubtful Assets & Loss Assets Unrealised Interest on NPA Accounts Total	 3,193.43 - 10,026.90 (342.00) (228.26) 12,650.06	 400.00 - 9,013.66 (545.55) (216.53) 8,651.59						
Note 4.1 There is no loan asset measured at FVOCI or FVTPL or designated at FVTPL.									
Note 4.2									
	Loans In India	13,220.33	9,413.66						
	Loans outside India	-	-						
	Less: Impairment allowances	(342.00)	(545.55)						
	Less: Unrealised Interest on NPA Accounts	(228.26)	(216.53)						
	Total	12,650.06	8,651.59						

Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 4.3

Loan Secured by Tangible Assets	3,193.43	400.00
Loan Secured by Intangible Assets	-	-
Unsecured	10,026.90	9,013.66
Less: Impairment allowances	(342.00)	(545.55)
Less: Unrealised Interest on NPA Accounts	(228.26)	(216.53)
	12,650.06	8,651.59

I) Underlying securities for the assets are secured by tangible assets property, machinery and book debts.

II) Underlying securities for the assets secured by Intangible assets are Shares & Securities.

III) Additional Disclosure required as per Schedule III amendments dated March 24, 2021: There is no loan outstanding from subsidiary or any related party as a 31.03.2023 and 31.03.2022.

Note 4.4

Exposure to Real Estate sector	3,193.43	400.00
Exposure to Capital Market / Securities	-	-
Others	10,026.90	9,013.66
Less: Impairment allowances	(342.00)	(545.55)
Less: Unrealised Interest on NPA Accounts	(228.26)	(216.53)
	12,650.06	8,651.59

5	INVESTMENTS (Refer Note 5.1 & 5.2) Other investments (Gold Jewellery)	1,749.53 1.80	2,768.07
	Total	1,751.32	2,768.07
6	OTHER FINANCIAL ASSETS Fixed Deposit Security Deposit Staff Advances Advance against car Prepaid Expenses Deferred Expenditure	103.59 0.50 0.04 - 9.81 -	3.44 - - 20.00 0.05 -
	Total	113.94	23.49
7	INVENTORIES Stock In Trade - Shares & securities (Refer note 6.1)	39.89	163.80
	Total	39.89	163.80
8	OTHER TAX ASSETS (NET) Tax Deducted at Source Unrealised GST Less: income tax provision	119.95 - (112.94)	74.24 0.02 (32.94)
	Total	7.00	41.32
9	DEFERRED TAX LIABILITIES/(ASSETS) (NET) Opening Balance Add/ (Less): Fair Value through Profit & Loss (See 8.1)	140.03 (52.35)	158.48 (18.45)
	Total	87.68	140.03

No Deferred Tax Assets/ (Liabilities) has been recognised for Equity Instruments designated at FVTOCI

Note 9.1 : REASON FOR DIFFERENCE

Due to Difference in Depreciation on Assets	(3.51)	(0.79)
Due to Difference in Provision on Loan as per RBI Guidelines and Income Tax Act	91.19	140.82
Total	87.68	140.03

11	TRADES PAYABLES Trades Payables Other financial liabilities	553.83 -	- 392.17 10.36
	Total	553.83	402.53

Note 11.1: Note on disclosure under Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

Based on the information available with the Company, there are no outstanding amount payable to creditors who have been identified as "suppliers" within the meaning of "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006" as at March 31, 2023 and March 31, 2022.

Note 11.2: Trades Payable Ageing Schedule

The details regarding the contractual maturities of significant financial liabilities as at March 31, 2023 are as follows :

Particulars	Less than 1 year	1-2 years	2-4 years	4-7 years	Total
Trade payables	487.08	3.60	39.15	24.00	553.83
Other financial liabilities (excluding liability towards contingent consideration) on an undiscounted basis					
Total	487.08	3.60	39.15	24.00	553.83

Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

The details regarding the contractual maturities of significant financial liabilities as at March 31, 2022 are as follows :

Particulars	Less than 1 year	1-2 years	2-4 years	4-7 years	Total
Trade payables	363	5	24	-	392.17
Other financial liabilities (excluding liability towards contingent)	10	-	-	-	10.36
Total	374	5	24	-	402.53

12	BORROWINGS				
	Secured Loans			2,204.98	2,478.51
	Unsecured Loans - From Banks			95.02	
	Unsecured Loans			8,373.86	5,663.46
	Total			10,673.86	8,141.97

There is no borrowings measured at FVTPL or designated at FVTPL.

13	OTHER FINANCIAL LIABILITIES				
	Salary & Reimbursement			0.99	2.80
	Other Payables			116.61	-
	Other Current Liabilities			30.74	0.15
	Other Statutory Payables			19.47	11.91
	Total			167.80	14.86

14	PROVISIONS				
	Provision for Impairment - Derivatives			-	-
	Provision for Expenses			2.64	-
	Total			2.64	-

15	OTHER NON-FINANCIAL LIABILITIES				
	Security Deposits Payable			-	-
	Other Current Liabilities			-	-
	Other Payable			-	-
	Total			-	-

16	EQUITY SHARE CAPITAL				
	Authorized, Issued, Subscribed and Paid Up				
	Authorized				
	6,15,00,000 Equity Shares of Rs. 10 each (Previous Year 2,15,00,000 Equity Shares of Rs. 10 each)			6,150.00	2,150.00
	Issued				
	2,04,42,500 Equity Shares of Rs.10 each (Previous Year 2,04,42,500 Equity Shares of Rs. 10 each)			2,044.25	2,044.25
	Subscribed & Paid up				
	2,04,42,500 Equity Shares of Rs.10 each fully paid (Previous Year 2,04,42,500 Equity Shares of Rs. 10 each)			2,044.25	2,044.25
	Add : Share Forfeiture			-	-
	Total			2,044.25	2,044.25

Note 16.1 - Terms / rights attached to equity shares :

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note 16.2 - Objective for managing capital: The Company maintains an actively managed capital base to cover risks inherent in the business and is meeting the capital adequacy requirements as prescribed by Reserve Bank of India (RBI).

Particulars	Opening Balance	Addition/	Closing Balance
Equity shares with voting rights			
Year ended 31 March, 2022			
- Number of shares	2,04,42,500	-	2,04,42,500
- Amount (Rs.)	20,44,25,000	-	20,44,25,000
Year ended 31 March, 2023			
- Number of shares	2,04,42,500	-	2,04,42,500
- Amount (Rs.)	20,44,25,000	-	20,44,25,000

Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 16.4 - Shareholders holding more than 5 percent of Equity Shares

Name of Shareholder	% holding in the class	No of Shares held	
		As at March 31, 2023	As at March 31, 2022.
	NA	NIL	NIL

As per records of company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Note 16.5 - Shareholding of Promoter and Promoter Group

Name of Shareholder	% holding in the class	No of Shares held	
		As at March 31, 2023	As at March 31, 2022.
Dheeraj Shah	3.10%	6,34,688	6,34,688

17 OTHER EQUITY

Particulars	Opening Balance	Profit for the year	Additions during the year	Transfer to Statutory Reserve	Closing Balance
Reserves & surplus					
Securities Premium	124.89				124.89
Statutory Reserves	507.10			89.54	596.64
Retained earnings	1,273.27	447.70	-	(89.54)	1,631.43
Other Comprehensive Income (OCI)	271.37		(969.33)		(697.96)
-Fair Value of Equity Investments through OCI					
Total	2,176.63	447.70	(969.33)	-	1,655.01

Description of the nature and purpose of Other Equity :

Statutory reserve:

Statutory reserve represents reserve fund created pursuant to Section 45-IC of the RBI Act, 1934 through transfer of specified percentage of net profit every year before any dividend is declared. The reserve fund can be utilized only for limited purposes as specified by RBI from time to time and every such utilization shall be reported to the RBI within specified period of time from the date of such utilization.

Securities premium reserve:

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilized only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Retained Earnings:

Revenue reserve is a portion of profit owned by the company and is kept aside for the use of other multiple purposes. This reserve is recorded in the profit and loss account and can be used for distributing Dividend to shareholder, Expand the business, Stabilise the dividend rate in accordance with the provisions of the Companies Act, 2013.

Other Comprehensive Income (OCI):

Other comprehensive income (OCI) includes revenues, expenses, gains, and losses that have yet to be realized and are excluded from net income on an income statement. The Company has set aside Unrealized gain or loss on investments that are available for sale as Other Comprehensive Income.

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Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in Lacs.)

Note No.	Particulars	As at 31st March 2023	As at 31st March 2022
18	Interest Income		
	Interest on Loan (income)	913.81	831.79
	Penal Interest Income	-	11.35
	Total	913.81	843.15
19	Sale of Goods & Services		
	Sales of shares and securities (Net)	631.22	43.85
	Other revenue from Operations	301.17	11.80
	Total	932.39	55.65
20	OTHER INCOME		
	Dividend and commission Income	76.51	0.02
	Interest on Fixed Deposit	1.21	0.12
	OCI Provision reversed		388.44
	Long term capital Gains		12.87
	Other Income - Reversal of Provisions	210.80	2,161.81
	Other Income - Sundry Balances		233.65
	Total	288.52	2,796.92
	<p>Note 20.1 - After overcoming from covid 19 pandemic, The company reviewed all the business prospects and activities, The company reassessed all the provision made in earlier year during the covid 19 pandemic scenario and after reassessment, reversed back the provision on loans and advances of Rs. 2161.81 Lakhs and same has been taken into other income.</p> <p>Note 20.2 - Previous years OCI Provision have been reversed since the Shares pertaining to OCI entries were sold off during the Financial year. Hence the Management decided to reverse the OCI provision passed as the same was no longer necessary.</p>		
21	FINANCE COST		
	Interest Expenses	729.26	262.73
	Bank Charges	0.34	0.01
	Total	729.60	262.74
	Note: Other than financial liabilities measured at amortized cost, there are no other financial liabilities measured at FVTPL.		
22	EMPLOYEE BENEFIT EXPENSES		
	Payment to Directors & KMP:		
	(i) Remuneration	28.81	28.04
	(ii) Staff Welfare Expenses	0.46	-
	Total	29.27	28.04
23	OTHER EXPENSES		
	Auditor's Remuneration	2.00	2.00
	Other Expenses- Derivatives M2M	-	203.10
	Donation	10.75	-
	Income tax Paid	-	0.62
	Provision for Loans & Advances (Expense)	-	446.89
	Provision for Sub-Standard Assets (Expense)	-	78.22
	Provision for Standard Assets (Expense)	7.25	20.42
	Membership Fees & Registration Charges	0.15	0.40
	Provision of Fair Value (Current INDAS)	-	2.24
	Accomodation expenses	1.17	-
	Rent	1.37	-
	Bad Debts	597.02	439.45
	Late Fees and Delay charges	8.13	0.05
	Car Expenses	0.80	-
	Computer	0.07	-
	Petrol & fuel	0.15	-
	Miscellaneous Expenses	7.28	2.04
	Professional Expenses	7.78	22.85
	Consultancy Charges	8.00	3.20
	Annual & Listing Fees	4.93	4.12
	Prior Period Expenses	-	0.16
	Speculation Loss	-	0.36
	Legal & Stamp Duty Charges	1.22	-
	Preliminary Expenses written off	6.50	-
	Sundry Balance written off	-	0.24
	Share Transfer charges	1.39	1.39
	Share expenses	2.42	117.97
	Total	668.40	1,345.72

(Amount in Lacs.)

23.1 AUDITORS REMUNERATION
a) Statutory Audit Fees

2.00

2.00

24

BASIC & DILLUTED EARNING PER SHARE

(A) Profit attributable to Equity Shareholders (Rs.)

447.70

2,100.75

(B) No. of Equity Share outstanding during the year.

2,044.25

2,044.25

(C) Face Value of each Equity Share (Rs.)

10.00

10.00

(D) Basic & Diluted earning per Share (Rs.)

2.19

10.28

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Esaar (India) Limited
Notes forming part of Financial statement

(Amount in Lacs)

Note: 5.1 Investments

Particulars	2022-23			2021-22		
	Quantity	FMV	Amount	Quantity	FMV	Amount
Quoted Securities						
Nippon India ETF Liquid Fund	1	1,000.00	0.01	1	1,000.00	0.01
Prabhat Technologies India Limited	424097	195.00	826.99	4,24,097	315.00	1,335.91
Pro-Fin Capital Services Limited			-	7,000	152.85	10.70
Dhani Services Limited	9005	26.55	2.39	9,241	62.35	5.76
DRC Systems India Limited	20	48.85	0.01	20	38.05	0.01
Brightcom Group Limited				5,00,000	97.40	487.00
Mayukh Dealtrade Limited	4000	10.25	0.41	4,000	11.03	0.44
India Bulls Real Estate				8,400	101.35	8.51
Suvidhaa Infoserv Limited				115	8.08	0.01
Siddharth Education Services Limited	40000	14.75	5.90	40,000	14.75	5.90
Total Quoted Share (a)			835.71			1,854.25
Unquoted Shares						
Non convertible Redeemable Preference Shares of Mansukh Commodity Future Private Limited	75,00,000	10.00	750.00	75,00,000	10.00	750.00
Searock International Private Limited	1,07,825	129.84	140.00	1,07,825	129.84	140.00
SKM Steels Limited	9,500	250.71	23.82	9,500	250.71	23.82
Total Unquoted Shares (b)			913.82			913.82
Total Investments			1,749.53			2,768.07

Note 5.2 # Quoted securities are marked to Market through FVOCI at each reporting period and are held for trade. Unquoted securities are measured at amortised cost and held for Investment purpose.

Note: 6.1 Inventories

Particulars	As on 31.03.2023			As on 31.03.2022		
	Qty	Price	Amount	Qty	Price	Amount
Quoted Shares						
Pabhat Technologies (India) Limited	4,496	195.00	8.77	2,509	306.08	7.68
Pro-Fin Capital Limited	1,92,000	1.03	1.98	6,400	37.75	2.42
Penta Gold Limited	57,000	48.85	27.84	57,000	104.70	59.68
Penta Gold Limited	11,800	10.00	1.18	9,39,000	10.00	93.90
Yes Bank Limited	997	12.30	0.12	997	12.30	0.12
			-			
Total Inventory			39.89			163.80

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Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE "10" : FIXED ASSETS

(Amount in Lacs)

Descriptions	Gross carrying amount				Accumulated Depreciation				Net carrying amount	
	As at 1 April, 2022	Additions during the year	Deduction during the year	As at 31 March, 2023	Balance as at 1 April, 2022	Additions during the year	Deduction during the year	Balance as at March 31, 2023	As at March 2023	As at 31st March 2022
Tangible Assets										
Plant & Machinery	2.15	-	-	2.15	1.64	0.06	-	1.70	0.44	0.50
Office Equipments	7.81	1.37	-	9.19	7.81	0.02	-	7.84	1.35	-
Motor Car	28.05	181.57	-	209.62	1.19	3.41	-	4.60	205.02	26.86
TOTAL	38.01	182.94	-	220.95	10.64	3.50	-	14.14	206.81	27.37

Descriptions	Gross carrying amount				Accumulated Depreciation				Net carrying amount	
	As at 1 April, 2021	Additions during the year	Deduction during the year	As at 31 March, 2022	Balance as at 1 April, 2021	Additions during the year	Deduction during the year	Balance as at March 31, 2022	As at March 2022	As at 31st March 2021
Tangible Assets										
Plant & Machinery	2.15	-	-	2.15	1.58	0.06	-	1.64	0.50	0.57
Office Equipments	7.81	-	-	7.81	7.81	-	-	7.81	-	-
Motor Car	-	28.05	-	28.05	-	1.19	-	1.19	26.86	-
TOTAL	9.96	28.05	-	38.01	9.39	1.25	-	10.64	27.37	0.57

Notes for Management**Note 24A : Financial instruments – Fair values and risk management****A. Accounting classification and fair values**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

As at 31st March 2023

Particulars	Carrying amount			Total
	FVTOCI - designated as such	Amortised Cost	Total	
Financial assets				
Investments	837.51	913.82	1,751.32	1,751.32
Other Assets	-	1,302.67	1,302.67	1,302.67
Loans	-	12,650.06	12,650.06	12,650.06
Cash & cash equivalents	-	78.20	78.20	78.20
	837.51	14,944.75	15,782.26	15,782.26
Financial liabilities				
Payables	-	11,398.16	11,398.16	-
	-	-	-	-
	-	11,398.16	11,398.16	-

As at 31st March 2022

Particulars	Carrying amount			Total
	FVTOCI - designated as such	Amortised Cost	Total	
Financial assets				
Investments	1,854.25	913.82	2,768.07	2,768.07
Other Assets	-	1,119.45	1,119.45	1,119.45
Loans	-	8,651.59	8,651.59	8,651.59
Cash & cash equivalents	-	77.34	77.34	77.34
	1,854.25	10,762.20	12,616.45	12,616.45
Financial liabilities				
Payables	-	8,559.36	8,559.36	-
	-	-	-	-
	-	8,559.36	8,559.36	-

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Notes for Management

B. Financial Risk Management

B.i. Risk management framework

A wide range of risks may affect the Company's business and operational or financial performance. The risks that could have significant influence on the Company are market risk, credit risk and liquidity risk. The Company's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimise potential adverse effects of such risks on the company's operational and financial performance.

B.ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. To manage this, the Company periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

(a) Trade and other receivables from customers

Credit risk in respect of trade and other receivables is managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in the credit risk on an on-going basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on assets as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business
- ii) Actual or expected significant changes in the operating results of the counterparty
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparties ability to meet its obligation
- iv) Significant changes in the value of the collateral supporting the obligation or in the quality of third party guarantees or credit enhancements.

Financial assets are written off when there is a no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. When loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due, When recoverable are made, these are recognised as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

Financial Assets are considered to be of good quality and there is no significant increase in credit risk

(b) Cash and cash equivalents and Other Bank Balances

The Company held cash and cash equivalents and other bank balances as stated in Financial statements. The cash and cash equivalents are held with bank with good credit ratings and financial institution counterparties with good market standing.

B.iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk is managed by Company through effective fund management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and other borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

B.iv. Market risk

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

B.iv.a Currency risk

The Company is not exposed to any currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee. Our exposure are mainly denominated in INR's Only. The Company's business model incorporates assumptions on currency risks and ensures any exposure is covered through the normal business operations. This intent has been achieved in all years presented. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks.

B.iv.b Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk through the impact of rate changes on interest-bearing liabilities and assets. The Company manages its interest rate risk by monitoring the movements in the market interest rates closely.

Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

25 Related party disclosure

a) Name of the related party and description of relationship.

S.No.	Particulars	Nature of Relationship
1	Shruti Joshi	Executive Director and Chief Financial Officer
2	Raju Darade	Independent Director
3	Dipti Yelve	Independent Director
4	Bipin Varma (Appointed on 27th January 2023)	Independent Director
5	Rajesh Kumar Amarnath Pandey (Appointed on 27th January 2023)	Independent Director
6	Mehul Hasmukhlal Shah	Whole Time Director
7	Disha Hareesh Shah (Resigned on 06th September 2022)	Company Secretary & Compliance Officer
8	Jai Vaidya (Served till 16th November 2022)	Company Secretary & Compliance Officer

b) Details of Transactions and Balances during the year with related parties at the year end.

S.No.	Related parties	Nature of Transactions during the year	2022-23	2021-22
			(Rs.)	(Rs.)
1	Raghvendra Kumar	Remuneration	-	6.25
2	Bipin Varma	Remuneration	1.24	-
3	Shruti Joshi	Remuneration	7.71	6.45
4	Jai Vaidya	Remuneration	0.64	
5	Disha Shah	Remuneration	4.86	3.99
6	Prismx Global Ventures Limited	Interest Expense	-	0.42
7	Prismx Global Ventures Limited	Closing Balance	-	9.25
8	Jamms Stock Brokers Private Limited	Loan Taken	-	35.00
9	Jamms Stock Brokers Private Limited	Repayment of Loan	-	35.00

Note 25.1 - Disclosures required by regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

No Transactions made during Financial Year which requires disclosures under the said regulation.

26 Balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.

27 Applicable provisions for NBFC covered under IndAS :

RBI under this circular provide that NBFCs which are required to comply with Indian Accounting Standards (IndAS) shall, as hitherto, continue to be guided by the guidelines duly approved by their boards and as per ICAI advisories for recognition of the impairments.

28 Capital Management

1. The Reserve Bank of India vide its circular reference RBI/2019-20/170 DOR (NBFC).CC.PD. No.109/22.10.106/2019-20 dated 13 March 2020 outlines the regulatory guidance in relation to Ind AS financial statements from financial year 2019-20 onwards. This included guidance for computation of 'owned funds', 'net owned funds' and 'regulatory capital'. Accordingly, the 'regulatory capital' as of 31 March 2022 has been computed in accordance with these requirements read with the requirements of the Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016 (as amended). The 'regulatory capital' as of 31 March 2021 as disclosed in the comparative period numbers below was computed based on the carrying values as reflected in the financial statements prepared in accordance with requirements of Ind AS. The Company's capital management strategy is to effectively determine, raise and deploy capital so as to create value for its shareholders. The same is done through a mix of either equity and/or convertible and/or combination of short term /long term debt as may be appropriate. The company determines the amount of capital required on the basis of operations, capital expenditure and strategic investment plans. The capital structure is monitored on the basis of net debt to equity and maturity profile of overall debt portfolio.

2. The Company is subject to the capital adequacy requirements of the Reserve Bank of India (RBI). Under RBI's capital adequacy guidelines, the Company is required to maintain a capital adequacy ratio consisting of Tier I and Tier II Capital. The total of Tier II Capital at any point of time, shall not exceed 100 percent of Tier I Capital. The minimum capital ratio as prescribed by RBI guidelines and applicable to the Company, consisting of Tier I and Tier II capital, shall not be less than 15 percent of its aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet. The Company has complied with all regulatory requirements related capital and capital adequacy ratios as prescribed by RBI.

Particulars	FY 2022-23	FY 2021-22
Tier I Capital	4,460.86	4,220.89

Tier II Capital	-	-
Total Capital	4,460.86	4,220.89
Aggregate of Risk weight	15,535.33	12,498.08
Tier-I Capital Ratio	28.71%	33.77%
Total Capital Ratio	28.71%	33.77%

Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

29 Contingent Liabilities & Commitments

Particulars	As at March 31, 2023 (in Lacs)
Capital Commitments	
- Estimated amount of Contracts remaining to be executed on capital account and not provided for (Net of Advances)	-
Contingent Liabilities	
- Claims against company not acknowledged as debts	-
- Tax Matters	166.82

Details of Tax matters

Income Tax Authorities has raised a demand against the company pertaining to assessment years 2014-15 and 2016-17; collectively amounting to Rs. 166.82 lacs. However the Company has filed writ petition with Honorable High Court for the same.

30 The Company is primarily engaged in the business of investment in companies including group companies. As such the Company's standalone financial statements are largely reflective of the investment business and there is no separate reportable segment.

Pursuant to

Ind AS 108 – Operating Segments, no segment disclosure has been made in these standalone financial statements, as the Company has only one geographical segment and no other separate reportable business segment.

31 Comparison of IRCAP and Impairment Allowances Under Ind AS 109

Sr. No.	Assets Type	Loss Allowance Provision as per Ind AS -	Provision as IRCAP	Difference
A	Standard Assets	27.67	27.67	-
B	Sub-Standard Assets	166.84	166.84	-
C	Doubtful Assets	-	-	-
D	Loss Assets	147.49	147.49	-

Note 31.1 - The Amount of Provision as per Income recognition, Assets Classification, Provisioning (IRCAP) is excess in provision required under Ind-AS 109, therefore there is no requirement of "Impairment reserve" in terms of Reserve Bank of India notification vide RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13th March 2020.

32 Financial Ratios

Ratio / Measure	March 31,2023	March 31,2022	Variances %	Explanation for variances exceeding 25%
Current Ratio	1.55	2.76	-44.00%	See 32.1
Debt-Equity Ratio	2.56	2.03	26.00%	NA
Debt Service Coverage Ratio	0.03	-0.08	-133.62%	See 32.2
Return on Equity Ratio %	0.10	0.68	-84.88%	See 32.3
Net profit ratio %	0.27	0.58	-52.97%	See 32.4
Return on Capital employed %	0.15	0.15	2.34%	NA
Return on investment %	0.19	0.00	40.40%	See 32.5

32.1 The Variance in Current Ratio is due to Increase in Current Liability as compared to previous year

32.2 The Variance in Debt-Service Coverage ratio is due to Increase in Operational profit as compared to Previous year.

32.3 The Variance in Return on Equity Ratio is due to Reversal of Excess Provisions in Previous year.

32.4 The Variance in Net Profit Ratio is due to Reversal of Excess Provisions in Previous year.

32.5 The Variance in Return on Investment is due to Dividend-paying debentures who pays Once in two years.

Methodology of Ratio / Measure

Ratio / Measure	Methodology
Current Ratio	Current assets over current liabilities
Debt-Equity Ratio	Debt over total shareholders' equity

Debt Service Coverage Ratio	EBIT over current debt	
Return on Equity Ratio %	PAT over total average equity	
Net profit ratio %	Net profit over revenue	
Return on Capital employed %	PBIT over average capital employed	
Return on investment %	Dividend and net fair value gain over weighted average investments	

Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

33 The Company has taken inter-corporate deposits from certain companies and entered into Purchase/ Sale of Securities with same companies during the year ended March 31, 2022. The Company does not have any influence on the directors and/ or its operations of the said companies hence has not considered these as related party transactions in compliance with the Board approved policy on Related Party Transactions. However, in view of the Auditors remark, Audit Committee at its meeting held on May 27, 2022 has out of abundant caution and in compliance with the highest standards of corporate governance considered and ratified the transactions. In Audit Committee inter-alia considered the same and is of the opinion that these transactions are per-se independent in nature and therefore in compliance with the applicable regulatory framework.

The above financial results of the Company have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and accordingly, these financial results together with the results for the comparative reporting period have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the the Companies Act, 2013 ("the Act"), and other recognized accounting practices generally accepted in India and in compliance with Regulation 33 and Regulation 52 read with Regulation 63 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"). Any application guidance/ clarifications/ directions issued by the Reserve Bank of India or other regulators are implemented as and when they are issued/ applicable.

34 Previous period/ year figures have been regrouped and reclassified wherever necessary to conform to current period's presentation. This reclassification has not affected previously reported results.

For Harish Arora & Associates
FRNo. 015226C
Chartered Accountants

Harish Arora
Partner
Membership No. 407420

Place : Mumbai
Date : 26-06-2023
UDIN: 23407420BGXPUA9861

For and on behalf of the Board of Directors

Shruti Rahul Joshi	Bipin Varma
Whole Time Director & CFO Director	Director
DIN : 09388260	DIN : 05353685

Palak Jain
Company Secretary
(PAN:ARQPJ7853H)

Annual Report
2022-23
71st Annual General Meeting



CORPORATE INFORMATION

BOARD OF DIRECTORS

Ms. Shruti Rahul Joshi	:	Chairperson & Whole Time Director
Mr. Bipin Varma (w.e.f January 27, 2023)	:	Executive Director
Ms. Dipti Yelve	:	Non- Executive, Independent Director
Mr. Vaibhav Shastri	:	Non- Executive, Independent Director
Mr. Mehul Shah	:	Non- Executive, Non-Independent Director
Mr. Rajesh Kumar A. Pandey (w.e.f January 27, 2023)	:	Non- Executive, Independent Director

CHIEF FINANCIAL OFFICER

Ms. Shruti Rahul Joshi

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Palak Jain (w.e.f. May 12, 2023)

STATUTORY AUDITORS:

M/s. Harish Arora & Associates
Chartered Accountants

REGISTERED OFFICE

Shop No. 06, Prathamesh Avenue,
Datta Mandir Road, Malad East,
Mumbai - 400097, India
CIN: L67120MH1951PLC222871
Tel No.: 02240676000
Email Id: cs@esaar.in
Website: www.esaar.in

CORPORATE OFFICE

Unit No. 101, Western Edge I, Kanakia Spaces,
Western Express Highway, Borivali (East) Mumbai 400 066
Email Id: cs@esaar.in
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

TABLE OF CONTENTS:

Sr. No.	Particulars	Page No.
1.	Director's Report	1
2.	Extract of Nomination and Remuneration Policy	10
3.	Disclosure of particulars of Contracts/Arrangements entered into by the Company with Related Parties	11
4.	Details of Conservation of Energy, Technology Absorption and Foreign exchange Earnings and Out go	12
5.	Particulars of Employees	13
6.	Corporate Governance Report	15
7.	Management & Discussion Analysis Report	33
8.	Secretarial Auditors' Report	35
9.	Independent Auditor's Report	41
10.	Financial Statements	55

DIRECTOR'S REPORT

To,
The Members,
Esaar (India) Limited

Your Directors are pleased to present the 71st Annual Report of Esaar (India) Limited together with Director's Report, Audited Financial Statements and Auditors' Report for the financial year ended March 31, 2023.

1. FINANCIAL RESULTS

Your Company financial performance during the year 2022-23 is summarized below:

(Rs. in Lakhs except EPS)

Particulars	2022-23	2021-22
Income from operations	1846.20	898.80
Other Income	288.52	2796.92
Total Income	2134.72	3695.72
Depreciation & Amortization	3.50	0
Finance Cost	729.60	262.74
Other Expenses	668.40	1345.72
Extraordinary Items	-	-
Profit/Loss After Depreciation & Interest & Extraordinary Items	580.06	2136.70
Provision for Tax	80	16.25
Deferred Tax	52.35	18.45
Profit After Tax	447.70	2102
EPS (Basic and diluted)	2.19	10.28

2. RESULTS OF OPERATIONS

During the year under review, your Company has generated a revenue of Rs. 1846.20 lakhs as compared to Rs. 898.80 lakhs in the previous year. The Company's net profit for the financial year ended March 31, 2023 stood at Rs. 447.70 lakhs as against the net profit of Rs. 2102 lakhs in the previous year.

3. CHANGE IN THE NATURE OF THE BUSINESS

There were 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.

4. CHANGE IN THE NAME OF THE COMPANY

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

5. MATERIAL CHANGES OR COMMITMENTS

There were no material changes or commitments that took place after the closure of FY 2022-23 till date which will have any material or significant impact on the financials of the Company.

6. CHANGE IN SHARE CAPITAL

During the financial year, the authorized share capital of the Company has been increased from Rs. 21,50,00,000/- (Rupees Twenty-One Crores Fifty Lakhs Only) consisting of 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) consisting of 6,15,00,000 (Six Crores Fifteen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The approval of the members was sought via. Extra-ordinary General Meeting dated June 16, 2022.

Further, at the 70th Annual General Meeting held on Thursday, September 29, 2022, the Members had approved to increase the authorized share capital of the Company from Rs. 61,50,00,000 /- (Rupees Sixty-One Crores Fifty Lakhs only) to Rs. 71,50,00,000/- (Rupees Seventy-One Crores Fifty Lakhs only), but as circumstances have evolved, and it has become evident that the need to raise capital is no longer required at the moment therefore, Company decided not to further increase the authorized share capital during the year.

7. TRANSFER TO RESERVE AND SURPLUS

Your Company transferred 20% of the profit i.e. Rs 89.54/- Lakhs to Statutory Reserves during the year ended March 31, 2023.

8. DIVIDEND

With a view to strengthening the financial position of the Company, your Board have not recommended any dividend on equity shares for the FY 2022-23.

9. TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND

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

10. PUBLIC DEPOSITS

Your Company has been registered as a NBFC 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.

11. BUY-BACK / SWEAT EQUITY / BONUS SHARES / Employee stock options

The Company has neither bought back its shares nor has issued any sweat equity or Bonus shares during the year under review.

During the period under review, the Company has not issued any shares or shares with differential voting rights. It has neither issued Employee stock options nor Sweat equity

shares of the Company and does not have any scheme to fund its employees to purchase the shares of the Company.

12. ISSUE OF DEBENTURES, BONDS OR ANY NON-CONVERTIBLE SECURITIES

The Company has not issued any Debentures, bonds or any Non-Convertible Securities.

13. ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

The Company had issued 3,50,00,000 convertible equity warrants at a price of Rs. 10/- each in accordance with the SEBI guidelines and the Companies Act, 2013, but the same has not been allotted due to non-receipt of upfront payment of 25% of total consideration within 15 days of in-principle approval received from BSE as per SEBI guidelines.

14. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES, IF ANY

The Company neither have any Subsidiary, Joint venture or Associate Company nor there are Companies/ Body Corporate which have become/ ceased to be subsidiary / Joint Venture / Associate during the FY 2022-23.

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

15. 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) was appointed as the Statutory Auditors by the Members at the 67th Annual General Meeting of the Company to hold office for the term of 5 consecutive year from 67th AGM to 72nd AGM of the Company.

16. INTERNAL AUDITOR

The Company has appointed M/s. Grandmark & Associates as an Internal Auditor of the Company for the FY 2022-23.

17. STATUTORY AUDIT REPORT

The Auditors' Report on the financial statement for the current year is self-explanatory, therefore does not require any further explanation. The Company has already submitted declaration pursuant to Regulation 33(3)(d) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, ("SEBI LODR") to the Stock Exchange.

18. COST AUDITOR REPORT AND COST RECORD

The Directors state that Section 148(1) of the Companies Act, 2013, is not applicable to the Company.

19. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

M/s. HD & Associates (Membership No.: A47700, COP No. 21073), Practicing Company Secretary was appointed as Secretarial Auditor to conduct the Secretarial Audit of the Company for the FY 2022-23, pursuant to Section 204 of the Companies Act, 2013 and rules made there under. The Secretarial Audit Report for the Financial Year 2022-2023 forms part of the Annual Report. The Secretarial Audit Report is annexed to this Report.

The Secretarial Audit report for the current year is self-explanatory, therefore does not require any further explanation.

Further, Company had appointed M/s. NVB & Associates (Membership No: 12268; CP No. 6069), Practicing Company Secretary, as a Secretarial Auditor of the Company with effect from September 4, 2023, to conduct the Secretarial Audit of the Company for the FY 2023-24.

20. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on March 31, 2023, the Company has Seven (7) Directors consisting of two (2) Executive Director, One (1) Non - Executive, Non- Independent Director and Four (4) Non- Executive, Independent Directors.

(i) Independent Director:

Pursuant to the recommendations of the Nomination and Remuneration Committee, Mr. Rajesh A. Pandey (DIN: 03560331) has been appointed as an Additional Director (Independent Director) of the Company at the Board Meeting held on January 27, 2023, and further regularized as Independent Director by the members at the Extra Ordinary General Meeting held on April 20, 2023.

During the FY 2022-23, no director had resigned from the Board.

On June 30, 2023, Mr. Raju Kishan Darade, had resigned from the post of Independent Director of the Company. the Board places on record their appreciation for the assistance and guidance provided by Mr. Raju Kishan Darade during his tenure as an Independent Director of the Company.

(ii) Executive Director:

Pursuant to the recommendations of the Nomination and Remuneration Committee, Mr. Bipin Dinesh Varma (DIN: 05353685) has been appointed as an Additional Director of the Company at the Board Meeting held on January 27, 2023 and further regularized by the Members at the Extra Ordinary General Meeting held on April 20, 2023.

(iii) Women Director:

Your Company's Board is represented by two Woman Directors viz. Ms. Shruti Rahul Joshi, Chairperson & WTD of the Company and Ms. Dipti Yelve Shashank, Non-Executive, Independent Directors.

(iv) Directors Retiring by Rotation:

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

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

(v) Key Managerial Personnel

The Board noted the resignation of Ms. Disha Shah from the post of Company Secretary and Compliance Officer of the Company with effect from September 3, 2022, and subsequently appointed Ms. Jai Vaidya (Membership No. A 42246) with effect from September 6, 2022 as a Company Secretary and Compliance Officer of the Company. Ms. Jai Vaidya tendered her resignation on November 16, 2022, due to some personal reasons.

On May 12, 2023, Company has appointed Ms. Palak Jain (Membership No. A57361) as a Company Secretary and Compliance Officer of the Company.

21. ANNUAL RETURN

Pursuant to Sections 92 and 134 of the Act, the Annual Return along with Notice of AGM is available on the website of the Company. The web link for the same is www.esaar.in

22. FAMILIARIZATION PROGRAMME

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

23. INDEPENDENT DIRECTOR'S MEETING

The Independent Directors of the Company meets once in every financial year without the presence of Executive Directors and management of the Company. The role of the Independent Directors is as per the provisions of Companies Act, 2013, as well as the SEBI LODR.

24. DECLARATION BY INDEPENDENT DIRECTOR

Pursuant to Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Independent Directors of the Company have given the declaration to the Company that they qualify the criteria of independence as required under the Act.

25. NOMINATION AND REMUNERATION POLICY

An extract of the Company's policy relating to directors appointment, payment of remuneration and discharge of their duties is annexed herewith. The policy is available on the website of the Company at www.esaar.in.

26. A STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

In the opinion of the board, the Independent Directors fulfill the conditions specified in SEBI LODR, and are independent of the management of the Company. The Independent

Directors have complied with the code prescribed in schedule IV of the Companies Act, 2013.

27. MEETING OF BOARD OF DIRECTORS

Details of meeting of the board of directors is mentioned in Corporate Governance report.

28. PERFORMANCE EVALUATION OF THE BOARD

Pursuant to the provisions of Companies Act, 2013 and SEBI LODR, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee, including the Chairperson of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairperson and the Non Independent Directors was carried out by the Independent Directors.

The Directors has expressed its satisfaction with the evaluation process.

29. PARTICULARS OF EMPLOYEES

The Directors and employees do not exceed the remuneration criteria prescribed in Section 197 of the Companies Act, 2013 (“the Act”) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Details attached as **Annexure II**.

The said information in detail is available for inspection at Registered Office of the Company during working hours. Any member interested in obtaining such information may write to the Company Secretary, at the registered office and the same will be furnished on request.

30. CORPORATE GOVERNANCE

Pursuant to Regulation 15(2) of the SEBI LODR, compliance of Corporate Governance is not mandatory. However, the company has complied with the provisions of Regulation 17 to 27 of the SEBI LODR, to the extent possible. A separate section on Corporate Governance forms part of the Directors’ Report as stipulated in SEBI LODR, is included in the Annual Report as **Annexure III**.

31. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis report is annexed as **Annexure IV**.

32. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

The Company has adequate internal financial controls besides timely statutory audit and limited reviews of performance taking place periodically.

33. RISK MANAGEMENT POLICY

The Board of Directors of the Company has put in place a Risk Management Policy which aims at enhancing shareholders’ value and providing an optimum risk-reward tradeoff.

The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

34. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a Vigil Mechanism that enables the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for (a) adequate safeguards against victimization of persons who use the Vigil Mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases. The Board has framed the “Whistle Blower Policy” as the vigil mechanism for Directors and employees of the Company. The web link for the policy is: www.esaar.in

35. CORPORATE SOCIAL RESPONSIBILITY

The provisions of Corporate Social Responsibility was not applicable for the FY 2022-2023. However, the same is applicable from FY 2023-2024. The policy on Corporate Social Responsibility is disclosed on the website of the Company. The web link for the policy on Corporate Social Responsibility is: www.esaar.in

36. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. The Board thereafter constituted a sexual harassment committee where Ms. Shruti Rahul Joshi is the Chairperson of the Committee and Ms. Dipti Yelve and Mr. Bipin Dinesh Varma are the Members. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

- a. number of complaints filed during the financial year - None
- b. number of complaints disposed of during the financial year - None
- c. number of complaints pending as on end of the financial year – None

37. 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.

38. 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 given in the notes to the financial accounts forming part of the Annual Report.

39. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There were contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013. The related party

transactions as per AS 18 are given in the notes to the financial accounts and forms part of the Annual Report.

Pursuant to Section 188 (1) of the Act, particulars of contracts/arrangements entered into by the company with related parties is attached to the director report in Form AOC-2. The Company's Policy on Related Party Transaction is available on the Company's website: www.esaar.in.

40. REGISTRATION WITH INDEPENDENT DIRECTOR'S DATABANK

The Independent Directors of the company are registered with Independent director databank.

41. 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.

42. MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR

There are no Material Changes between the date of the Board Report and at the end of the Financial Year.

43. MATERIAL DEVELOPMENTS DURING THE FINANCIAL YEAR

There are no material developments during the Financial Year.

44. POSTAL BALLOT

There was no resolution passed by Postal Ballot during the FY 2022-23.

45. EXTRA ORDINARY GENERAL MEETING

During the year, an Extra Ordinary General Meeting of the Members of the Company was held on Thursday, June 16, 2022.

46. IN CASE THE SECURITIES ARE SUSPENDED FROM TRADING, THE DIRECTORS REPORT SHALL EXPLAIN THE REASON THEREOF

The trading of the Company has not been suspended.

47. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

As on March 31, 2023, there is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.

48. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

There is no one time settlement done with bank or any financial institution.

49. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo as required under section 134(3) (m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed to this report as **Annexure I**.

50. SECRETARIAL STANDARDS

During the FY 2022-23, the Company has complied with the applicable provisions of Secretarial Standards issued by The Institute of Company Secretaries of India.

51. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, the Directors state that:

- a) In the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) Appropriate accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profits of the Company for the year ended March 31, 2023;
- c) proper and sufficient care was taken 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) Proper internal financial controls were followed by the Company and such internal financial controls are adequate and were operating effectively;
- f) Proper systems are devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

52. ACKNOWLEDGEMENT

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

For and on Behalf of the Board of Directors of
Esaar (India) Limited

Sd/

Shruti Rahul Joshi
Chairperson & Whole-time Director
DIN: 09388260

Sd/-

Bipin Dinesh Varma
Director
DIN: 05353685

Place: Mumbai

Date: September 4, 2023

NOMINATION AND REMUNERATION POLICY

Extract of the Policy is as under:

Appointment of Directors:

The appointments of Directors are recommended by the Nomination and Remuneration Committee of the Company however all the appointments are subject to approval of Board of Directors of the Company.

Remuneration to Directors and Key Managerial Personnel:

Whole time directors are entitled to Remuneration and Independent Directors are entitled to sitting fees. Reimbursement of expenses is allowed wherever expense is made for the Company.

Discharge of Duties:

Directors and KMP are required to perform all the duties which are mentioned under the Articles and all other duties as may be prescribed by the Board of Directors of the Company.

FORM AOC- 2

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

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

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

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements /transactions	Duration of The contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of Approval by the Board	Amount paid as advances ,if any	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188
NA							

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

Sr. No.	Name of Related Party and nature of transactions	Nature of contract /arrangement /transactions	Duration of the contract/ arrangement /transactions	Salient terms of contract /arrangement /transactions, including value, if any	Date(s) of approval by the Board	Amounts paid as advance (s), if any
1	Ms. Shruti Rahul Joshi	Remuneration	FY 2022-23	7,70,809	May 17, 2022	NA
2	Mr. Bipin Dinesh Varma	Remuneration	FY 2022-23	1,23,600	January 27, 2023	NA
3	Ms. Jai Vaidya	Remuneration	FY 2022-23	63,853	September 3, 2022	NA
4	Ms. Disha Shah	Remuneration	FY 2022-23	4,86,304	May 17, 2022	NA

ANNEXURE I

DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY:

a. Major energy conservation measures taken during the year:

The Company has taken adequate measures to conserve energy by continuous monitoring and effective use of energy, which is a continuous process.

b. Additional investment and proposals, if any, being implemented for reduction of consumption of energy: No additional investment proposed.

c. Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:

Since it is continuous process of monitoring and usage, the impact is not quantifiable.

d. During the year Company has taken following measure for optimisation of electricity:

To reduce the environmental impact on society, the Company focuses on optimising electricity consumption, installing energy efficient systems and technologies.

The Company is entrenching an energy efficient culture through improved operational efficiencies, and increased focus on inclusion of renewable sources into the energy mix.

B. TECHNOLOGY ABSORPTION:

Particulars with respect to technology absorption are given below:

a. Research and Development (R & D)

i. Specific areas in which R & D carried out by the Company: The Company has not carried out any research and development activities during the year under review.

ii. Benefits derived as a result of the above R & D: **Not Applicable**

iii. Future plan of Action: **NIL**

iv. Expenditure on R & D.: **NIL**

b. Technology absorption, adoption and innovations: NIL

C. 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.

ANNEXURE II

PARTICULARS OF EMPLOYEES

Details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- a) **The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary and Whole Time Director during the FY 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the FY 2022-23 are as under:**

Name of Directors/KMP and designation	Remuneration of Director / KMP for FY 2022-23 (Rs. in Lakhs)	% increase/ (decrease) in Remuneration for FY 2022-23	Ratio to median remuneration
Ms. Shruti Rahul Joshi Chairperson, Whole-time Director & CFO	7.73	0	3.95
Mr. Bipin Dinesh Varma - Director	1.80	0	3.80
Ms. Disha Shah Company Secretary	4.86	0	-
Ms. Jai Vaidya Company Secretary	0.63	0	-

Notes:

- Ms. Disha Shah resigned from the post of Company Secretary & Compliance Officer w.e.f. September 3, 2022.
- Ms. Jai Vaidya appointed as a Company Secretary & Compliance Officer w.e.f. September 6, 2022, and tender her resignation w.e.f. November 16, 2022.

- b) **The percentage increase in the median remuneration of employees during the Financial Year**

During FY 2022-23, there was no increase in the median remuneration of employees.

- c) **The number of permanent employees on rolls of the Company:**

The Company had total 7 employees as on March 31, 2023.

- d) **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**

There has been no increase in the salaries of employees and the managerial personnel during the year.

- e) **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.

f) **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.

For and on Behalf of the Board of Directors of
Esaar (India) Limited

Sd/-

Shruti Rahul Joshi
Chairperson & Whole-time Director
DIN: 09388260

Sd/-

Bipin Dinesh Varma
Director
DIN: 05353685

Place: Mumbai

Date: September 4, 2023

ANNEXURE III

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company believes that Corporate Governance is an integral element of any responsible company and is a reflection of its core values and principles, encompassing its culture, practices, policies and relationship with its stakeholders. Your Company understands and respects its role and responsibility towards its stakeholders and strives hard to meet their expectations.

At Esaar (India) Limited, the Corporate Governance philosophy is based on the basic principles of integrity, transparency, accountability and adherence to the highest standards of governance and regulatory compliance. Your Company strives for the highest standards of ethical and sustainable conduct of business to create enduring values for its stakeholders (viz., customers, agents, regulators, etc.)

2. BOARD OF DIRECTORS

The Board of Directors along with its Committees provides leadership and vision to the management and supervises the functioning of the Company. In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information are placed before Board to enable it to discharge its responsibilities of strategic supervision of the Company as trustees of stakeholders.

The Board consists of an optimal combination of Executive Directors and Non-Executive Directors including Independent Directors, representing a judicious mix of in-depth knowledge and experience.

a. Composition of Board as on March 31, 2023, Category of Directors and Attendance of each Directors:

During the year, the Board comprises of 7 (Seven) Directors viz., 2 (Two) Executive Directors and 5 (Five) Non-Executive Directors out of which 4 (Four) are Independent Directors. In the opinion of the board, the Independent Directors of the Company fulfill the conditions specified in SEBI LODR, and are independent of the management of the Company.

Details of Composition of Board as on March 31, 2023 & Attendance of Directors are given below:-

Sr. No.	Name of Director	Category	Number of Board Meeting held	Number of Board-Meeting Attended	Attendance at the last AGM held on September 29, 2023	Directorships in other Public Limited Entities *	No. of Committee Positions in Other Public Limited Entities		No. of Directorships in Other Listed Entities	
							Chairperson**	Member**	Name of listed entities	Category of directorship

1	Ms. Shruti Rahul Joshi	Whole Time Director & Chairperson	8	8	Yes	--	--	--	--	--
2	Ms. Dipti Yelve Shashank	Non-Executive, Independent Director	8	8	No	--	--	--	--	--
3	Mr. Mehul Shah	Non-Executive, Non-Independent Director	8	8	No	--	--	--	--	--
4	Mr. Vaibhav Shastri	Non-Executive, Independent Director	8	6	No	--	--	--	--	--
5	Mr. Raju Kishan Darade	Non-Executive, Independent Director	8	7	Yes	--	--	--	--	--
6	Mr. Bipin Dinesh Varma	Executive Director	2	2	NA	--	--	--	--	--
7	Mr. Rajesh A. Pandey	Non-Executive, Independent Director	2	1	NA	--	--	--	--	--

*Does not Includes Private Companies, Limited Liability Partnership, Foreign Companies, Section 8 Companies & Alternate Directorship.

**Includes Audit Committee, Stakeholders Relationship Committee only, of all companies including this company.

Notes:

1. None of the Directors of the Company are directors in any other listed Company.
2. None of the Director is a member of more than 10 committees or acting as Chairperson of more than 5 committees across all companies in which he is a director.
3. Mr. Bipin Dinesh Varma was appointed as an Additional Director of the Company w.e.f. January 27, 2023, and regularised as an Executive Director of the Company by the Members at the General Meeting held on April 20, 2023.
4. Mr. Rajesh A. Pandey was appointed as an Additional Director of the Company w.e.f. January 27, 2023, and regularised as an Independent Director of the Company by the Members at the General Meeting held on April 20, 2023.
5. Mr. Raju Kishan Darade has resigned from the post of Independent Director of the Company w.e.f. June 30, 2023.

b. Change in the composition of the Board

As required under Regulations 26(4) and 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2, particulars of the Directors seeking appointment / re-appointment are given under Explanatory Statement to the Notice of the AGM.

• Appointment of the Directors, if any

During the year under review, Mr. Bipin Dinesh Varma was appointed as an Additional Director of the Company w.e.f. January 27, 2023, and regularised as an Executive Director of the Company by the Members at the General Meeting held on April 20, 2023.

Mr. Rajesh A. Pandey was appointed as an Additional Director of the Company w.e.f. January 27, 2023, and regularised as an Independent Director of the Company by the Members at the General Meeting held on April 20, 2023.

• Director Retired by Rotation

Mr. Mehul Hasmukh Shah (DIN: 00338356), Non-Executive-Non-Independent Director who is retiring by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

• Resignation of the Directors, if any

During the current year, Mr. Raju Kishan Darade (DIN: 07255522) has resigned from the post of Independent Director of the Company w.e.f. June 30, 2023 due to pre-occupation.

c. Number of Board meetings held and dates on which held

The Board of Directors met 8 times during the FY 2022-23 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 May 17, 2022, May 27, 2022, August 10, 2022, September 6, 2022, November 14, 2022, January 27, 2023, February 14, 2023 and March 25, 2023.

d. Meeting of Independent Directors

The Company's Independent Directors are required to meet at least once in every financial year in compliance with the provisions of the Companies Act, 2013. Such meetings are conducted to enable Independent Directors to discuss the matters pertaining to the Company's affairs and put forth their views. Further, Independent Directors also review the performance of the Non-Independent Directors, Chairman (after considering the views of Executive and Non-Executive Directors of the Company) and the Board as a whole. During the year under review, the Independent Directors met on May 27, 2022 and all the Independent Directors attended the meeting.

e. Number of shares and convertible instruments held by Non-Executive Directors

No shares of the Company are held by the non-executive Directors of the Company.

f. Disclosure of relationship between Directors Inter-se

None of the Directors of the Company are related to each other.

g. Independent Directors

In the opinion of the board, the independent directors fulfill the conditions specified in SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, and are independent of the management of the Company.

3. CHART OF SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS:

The following are the skills/competencies determined as required for the discharge of the obligations by the Board:

Major Classification	Sub Classification	Remarks
Industry Related	Specific Skills	Good knowledge about the industry and the issues specific to the Company.
	Technical Skills	Technical/professional skills and specialist knowledge about the Company, its market, process, operations, etc. (For Executive Directors).
Strategy & Policy	Strategy	Strategic thinking and decision making and ability to oversee strategi human resource management
	Policies	Guidance for development of policies and other parameters within which the Company should operate for better control and management.
	Crisis Management	Ability to guide crisis management and provide Leadership in hours of need.
Risk & Compliance	Operational	Knowledge and experience of risk management models
	Legal	Monitor the risks and compliances and knowledge of regulatory requirements
	Financial	Experience in accounting and finance, ability to analyze the financial statements presented, assess the viability of various financial proposals, oversea funding arrangements and budgets.

4. 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 Chairperson of the Audit Committee, the Nomination & Remuneration Committee and of the Stakeholders Relationship Committee.

5. 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 Chairperson, 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.

6. SHARES HELD AND CASH COMPENSATION PAID TO DIRECTORS FOR THE YEAR ENDED MARCH 31, 2023(IN LAKHS)

Sr. No.	Name and designation	Sitting Fees for attending Board & Committee Meetings	Salary & Perquisites	Incentive/ Bonus	Total Compensation	Fully paidup Ordinary Shares held (Nos.)
1.	Ms. Shruti Rahul Joshi Chief Financial officer & Executive Director	0	7.73	0	7.73	100
2.	Mr. Bipin Dinesh Varma-Executive Director	0	1.80	0	1.80	0
3.	Mr. Mehul Shah –Non-Executive, Non-Independent	0	0	0	0	0
4.	Mr. Vaibhav Shastri – Independent Director	0	0	0	0	0
6.	Mr. Raju Kishan Darade – Independent Director	0	0	0	0	0
7.	Mr. Rajesh A. Pandey – Independent Director	0	0	0	0	0

Notes:

1. Mr. Bipin Dinesh Varma was appointed as an Additional Director of the Company w.e.f. January 27, 2023, and regularised as an Executive Director of the Company by the Members at the General Meeting held on April 20, 2023.
2. Mr. Rajesh A. Pandey was appointed as an Additional Director of the Company w.e.f. January 27, 2023, and regularised as an Independent Director of the Company by the Members at the General Meeting held on April 20, 2023.
3. Mr. Raju Kishan Darade has resigned from the post of Independent Director of the Company w.e.f. June 30, 2023.

7. 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 LODR read with Section 177 of the Companies Act, 2013.

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

During the FY 2022-23, Audit Committee met 6 times 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 27, 2022, August 10, 2022, September 6, 2022, November 14, 2022, January 27, 2023, and February 14, 2023.

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	Chairperson	6
Mr. Raju Darade	Member	5
Mrs. Shruti Rahul Joshi	Member	6
Mr. Rajesh A. Pandey	Member	-

Notes:

1. Mr. Raju Kishan Darade has resigned from the post of Independent Director of the Company w.e.f. June 30, 2023.
2. Mr. Rajesh A. Pandey was appointed as a member of Committee w.e.f July 26, 2023.

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 SEBI LODR.

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 LODR read with Section 178 of the Companies Act, 2013.

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

During the FY 2022-23, the Committee met three times i.e. on September 6, 2022, November 14, 2022, and January 27, 2023. The necessary quorum was present for all the meetings.

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	Chairperson	3
Mr. Mehul Shah	Member	3
Mr. Raju Darade	Member	2
Mr. Rajesh A. Pandey	Member	-

Notes:

1. Mr. Raju Kishan Darade (DIN: 07255522) has resigned from the post of Independent Director of the Company w.e.f. June 30, 2023.
2. Mr. Rajesh A. Pandey was appointed as a member of Committee with effect from July 26, 2023.

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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

IV. Performance evaluation Criteria for Independent Directors

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

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 LODR read with Section 178 of the Companies Act, 2013.

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

During the year under review one (1) meeting of the Committee held on May 27, 2022. Necessary quorum was present during the Meeting.

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	Chairperson	1
Mrs. Shruti Rahul Joshi	Member	1
Mr. Mehul Shah	Member	1

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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

IV. Stakeholders Grievance Redressal

During the year under review no compliant were received by the Company. There was no outstanding complaint as on March 31, 2023. No requests for transfer and for dematerialization were pending for approval as on March 31, 2023.

The Registrar and Share Transfer Agents (RTA), M/s. Purva Shareregistry (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. Palak Jain
 Company Secretary & Compliance Officer
 Shop No. 06, Prathamesh Avenue Datta Mandir Road,
 Malad (East), Mumbai -400097
 Email id: cs@esaar.in

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.

D. Sexual Harassment Committee

The Committee looks into the matter regarding Sexual Harassment at work place. Also various measures adopted by the Company in order to make the employees aware of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Composition of Sexual Harassment Committee is as under:

Name of the Member	Status
Ms. Shruti Rahul Joshi	Chairperson
Ms. Dipti Yelve	Member
Mr. Bipin Dinesh Varma	Member

8. GENERAL BODY MEETINGS

A. Annual General Meeting:

Details of the 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
70 th AGM	29/09/2022 at 2:00 p.m.	Through Video Conference/ Audio Visual means	<ul style="list-style-type: none"> To increase the Authorized share capital of company and to amend the Memorandum of Association. To appoint Mr. Raju Kishan Darade (DIN: 07255522) as a Non-Executive, Independent Director of the Company. To appoint Mrs. Shruti Rahul Joshi (DIN: 09388260) as an Executive Director of the Company. 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.
EGM	16/06/2022 at 1:00 p.m.	Through Video Conference/ Audio Visual means	<ul style="list-style-type: none"> To increase the Authorized share capital of company and to amend the Memorandum of Association. Issue and allotment of warrants on preferential basis.
69 th AGM	27/09/2021 at 12:00 p.m.	Through Video Conference/ Audio Visual means	<ul style="list-style-type: none"> 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.

			<ul style="list-style-type: none"> • 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.
Postal Ballot	21/11/2020 at 5:00 p.m.	-	To approve the Reduction of Equity Share Capital of the Company.
68 th AGM	29/09/2020 at 10:00 a.m.	Through Video Conference/ Audio Visual means	To appoint Mr. Mehul Shah (DIN: 00338356) as a Non-Executive, Independent Director.

9. 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:

A. Quarterly Results

The quarterly, half-yearly and annual results are generally published in one leading national (English) business newspaper Financial Express and in one vernacular (Marathi) newspaper Mumbai Lakshadep. The results and presentations are submitted and published on stock exchanges and are also displayed on the Company's website at <http://esaar.in/>

B. Website

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

C. Designated Email ID:

The Investors can register their grievances and complaints on the email id of the company cs@esaar.in. This email id is displayed on the company's website <http://esaar.in/>

D. 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.

E. 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.

10. CEO/CFO CERTIFICATION

A certificate signed by Director is attached with this report.

11. GENERAL INFORMATION FOR SHAREHOLDERS

a.	Annual General Meeting	:	Saturday, September 30, 2023 at 12:00 noon. through Video Conference / Other Audio-Visual Means
b.	FY of the Company	:	April 1, 2022 - March 31, 2023 Calendar (tentative dates of declaration of half yearly results) 2 nd half year: Within 45 Days from end of respective half year 4 th full year: Within 60 Days from end of respective year
c.	Date of Book Closure	:	September 25, 2023 to September 29, 2023. (Both days inclusive)
d.	Registered Office	:	Shop 06, Prathamesh Avenue, Datta Mandir Road, Malad East, Mumbai - 400097.
e.	Address for correspondence with the company	:	101, Western Edge I, Kanakia Spaces, Western Express Highway, Borivali (East) Mumbai 400066 Tel: 022-40676000
f.	Dividend Payment	:	Not Applicable as the Board has not recommended any dividend
g.	Listing of Shares	:	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001
h.	Listing Fees	:	Paid
i.	Stock Code	:	Scrip Code: 531502 ISIN: INE404L01021
j.	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 - 400011 Tel: 022- 23012518 Fax: 022-23012517 Email: support@purvashare.com
k.	Share Transfer System	:	Share Transfer in physical form are generally registered and returned within 15 days from the date of receipt in case if documents are complete in all respects.

I. Stock Market data:

The monthly 'high' and 'low' of the shares traded during the period from April 2022 to March 2023 on BSE are given below:

Month	High	Low	No. of shares traded
April, 2022	4.84	4.17	1,43,707
May, 2022	4.63	3.68	2,67,191
June, 2022	7.02	4.72	9,11,282

July, 2022	8.68	7.16	9,20,795
August, 2022	7.38	6.46	6,79,995
September, 2022	6.78	6.07	9,04,419
October, 2022	9.33	6.83	5,89,483
November, 2022	10.28	7.25	2,90,523
December, 2022	7.56	6.34	7,88,668
January, 2023	7.83	6.57	3,14,400
February, 2023	6.91	5.58	3,30,137
March, 2023	5.47	4.11	7,72,259

m. Distribution of Shareholding as on March 31, 2023:

Shareholding of Nominal Value	No. of shareholders	% of total shareholders	Total No. of shares held	% of shares held
Up to 5000	6388	81.79	7,18,741	3.52
5,001 - 10,000	517	6.62	4,28,845	2.10
10,001 - 20,000	322	4.12	4,96,491	2.42
20,001 - 30,000	123	1.57	3,11,987	1.53
30,001 - 40,000	51	0.65	1,84,810	0.90
40,001 - 50,000	68	0.87	3,24,650	1.59
50,001 - 1,00,000	123	1.57	9,22,566	4.51
1,00,001 and above	218	2.79	1,70,54,410	83.43
TOTAL	7810	100.00	2,04,42,500	100.00

n. Shareholding Pattern (Category wise) as on March 31, 2023:

Sr. No	Category of Shareholders	Total Holding	% of Total Holding
1	Promoter	6,34,688	3.10
2	Resident Individuals	1,60,80,434	78.66
3	Bodies Corporate	19,41,667	9.50
4	Clearing Members	47,310	0.23
5	Non-Resident Indian	74,887	0.37
6	Hindu Undivided Family (HUF)	15,63,514	7.65
7	Trust	1,00,000	0.49
	Total	2,04,42,500	100.00

o. Dematerialization of shares and liquidity: Company has DEMAT connectivity with CDSL & NSDL.

Bifurcations of shares held in physical and demat form as on March 31, 2023.

Particulars	No. of Shares	%
Physical Segment	7,24,166	3.54
Demat Segment:		
NSDL	73,71,715	36.06
CDSL	1,23,46,619	60.40
Total	2,04,42,500	100

p. Nomination:

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from your Company's Registrar and Share Transfer Agent.

q. Address for Communication:

Registered Office: Shop 06, Prathamesh Avenue, Datta Mandir Road, Malad East, Mumbai - 400097.

Tel No: 022 - 40676000; **Email ID:** cs@esaar.in.

r. Credit Ratings:

The Company has not obtained any credit rating for its securities. <http://esaar.in/>

s. Code of Conduct

In accordance with Regulation 26(3) and Schedule V of the SEBI LODR, this is to confirm that all the members of the Board and the senior management personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2023.

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

12. OTHER DISCLOSURES

- All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the FY 2022-23 were undertaken in compliance with the aforesaid regulatory provisions;
- There were no materially significant transactions with related parties during the FY which were in conflict with the interest of the Company;
- The Company does not have any Subsidiary and Associate Companies as on March 31, 2023.
- The Board has approved a policy for related party transactions which has been uploaded on the website of the company viz. <http://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 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 (Prevention, Prohibition & Redressal) Act, 2013. The Company has not received any complaints during the FY 2022-23. The said policy has been put on the Company's website viz. <http://esaar.in/>
- M/s. HD & Associates, Practising Company Secretaries have conducted Secretarial Audit of the Company for the FY 2022-23. The Secretarial Audit Report forms part of the Director's Report.
- A certificate has been received from M/s. NVB & 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.

- Mr. Nithish Bangera, Practising Company Secretaries, have certified that the Company has complied with the mandatory requirements as stipulated under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- The Auditors has given an unmodified opinion on the financial statement.
- The Company has issued 3,50,00,000 convertible equity warrants at a price of Rs. 10/- each in accordance with the SEBI guidelines and the Companies Act, 2013 but the same has not been allotted due to non-receipt of upfront payment of 25% of total consideration within 15 days of in-principle approval received from BSE.
- The Company has not issued any GDRs/ADRs in the past and hence as on March 31, 2023, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

13. COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF NON-MANDATORY REQUIREMENTS:

The Company has complied with all mandatory requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Company has adopted the following non-mandatory requirements of Regulation 27(1) read with Part E of Schedule II of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

Disclosures of compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

Sr. No.	Particulars	Regulation	Compliance status Yes/No/N.A.	Compliance observed for following:
1	Board of Directors	17	Yes	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • Composition • Meeting of Audit Committee • Role of Audit Committee and review of information by the Committee
3	Nomination & Remuneration Committee	19	Yes	<ul style="list-style-type: none"> • Composition • Role of the Committee • Meeting of Nomination & Remuneration Committee • Role of Nomination & Remuneration Committee

4	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> • Composition • Role of the Committee • Meeting of Stakeholders Relationship Committee • Role of Stakeholders Relationship Committee
5	Risk Management Committee	21	NA	<ul style="list-style-type: none"> • The Company is not in the list of top 500 listed entities by market capitalization
6	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> • Formulation of Vigil Mechanism for Directors and employees • Direct access to Chairperson of Audit Committee
7	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • The Company does not have any subsidiary
9	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • Memberships/Chairpersonships 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	<ul style="list-style-type: none"> • Compliance with discretionary requirements • Filing of quarterly compliance report on Corporate Governance
12	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> • Terms and conditions of appointment of Independent Directors

				<ul style="list-style-type: none"> • 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
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DECLARATION

It is hereby declared that all the Board Members and Senior Managerial Personnel have affirmed compliance of code of conduct, pursuant to Corporate Governance, for the year ended March 31, 2023.

For and on behalf of the board of Directors of
Esaar (India) Limited

Sd/-

Shruti Rahul Joshi
Chairperson & WTD
DIN: 09388260

Sd/-

Bipin Dinesh Varma
Director
DIN: 05353685

Place: Mumbai

Date: September 4, 2023

CEO/CFO COMPLIANCE CERTIFICATION***Compliance Certificate under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015***

I, Ms. Shruti Rahul Joshi, Whole Time Director and Chief Financial Officer do hereby certify to the Board that:

1. I have reviewed the Financial Statements, read with the Cash Flow Statement of the Company and to the best of my knowledge and belief, I state that:
 - i. these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I 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 I am aware and the steps I have taken or propose to take to rectify these deficiencies.
4. I have indicated to the Statutory Auditor and the Audit Committee –
 - i. significant changes in internal control over financial reporting during the year, if any;
 - ii. 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
 - iii. instances of significant fraud of which I 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.

For **Esaar (India) Limited**

Sd/-

Shruti Rahul Joshi
Whole Time Director & Chief Financial Officer
DIN: 09388260

Date: September 4, 2023

Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to clause C of Schedule V read with Regulation 34(3) of the SEBI (Listing obligations and Disclosure Requirement) Regulations, 2015).

**To
The Members,
Esaar (India) Limited**

Pursuant to item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, we hereby certify that none of the directors on the board of Esaar (India) Limited have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI, Ministry of Corporate Affairs or any such statutory authority.

**For NVB & Associates,
Practicing Company Secretaries,**

Sd/-

**CS Nithish Bangera
Proprietor**

**ACS: 12268; CP No. 6069
UDIN: A012268E000925708
Peer Review: S2016MH373700**

**Place: Mumbai
Date: September 4, 2023**

Practising Company Secretary's Certificate Regarding Compliance of Conditions of Corporate Governance

**To
The Members,
Esaar (India) Limited**

We have examined the compliance of the conditions of Corporate Governance by Esaar (India) Limited ('the Company') for the year ended on March 31, 2023. The company has complied with the provisions of Regulation 17 to 27 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent possible.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended on March 31, 2023.

We further state that such compliance 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.

The certificate is solely issued for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For NVB & Associates,
Practicing Company Secretaries,**

Sd/-

**CS Nithish Bangera
Proprietor**

ACS: 12268; CP No. 6069

UDIN: A012268E000925763

Peer Review: S2016MH373700

Place: Mumbai

Date: September 4, 2023

ANNEXURE IV

MANAGEMENT DISCLOSURES AND REPORTING (MDAR)

Your Directors have pleasure in presenting the management discussion and analysis report for the year ended on March 31, 2023. 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.

NBFC INDUSTRY

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

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.

OPPORTUNITIES & 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 of Directors of
Esaar (India) Limited

Sd/-

Shruti Rahul Joshi
Chairperson & WTD
DIN: 09388260

Sd/-

Bipin Dinesh Varma
Director
DIN: 05353685

Place: Mumbai

Date: September 4, 2023

FORM NO. MR - 3SECRETARIAL AUDIT REPORTFOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

(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) Limited,

Shop No. 06, Prathamesh Avenue Datta Mandir Road,

Malad East Mumbai -400097.

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, 2023, 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations);
 - 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;
- 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 Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable during the audit period)
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not applicable during the audit period)
- The Company has complied with the requirements under the Equity Listing Agreement entered into with BSE Limited.

vi) Reserve Bank of India Act, 1934;

vii) Master Direction - Non-Banking Financial Company (Reserve Bank) Directions, 2016;

viii) 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.

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 had delayed in filing of the Returns with RBI and same were ratified.*

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:

- i. Mrs. Disha Shah has resigned from the post of Company Secretary and Compliance Officer of the Company with effect from 03rd September, 2022;
- ii. Ms. Jai Vaidya has been appointed as a Company Secretary and Compliance Officer of the Company with effect from 06th September, 2022;
- iii. Ms. Jai Vaidya resigned from the post of Company Secretary and Compliance Officer of the Company with effect from 16th November, 2022;
- iv. Mr. Bipin Dinesh Varma (DIN: 05353685) has been appointed as an Executive Director of the Company with effect from 27th January, 2023.
- v. Mr. Rajesh Kumar Amarnath Pandey (DIN: 03560331) has been appointed as an Independent Director of the Company with effect from 27th January, 2023.
- vi. Ms. Palak Jain has been appointed as a Company Secretary and Compliance Officer of the Company with effect from 12th May, 2023.
- vii. Mr. Raju Kishan Darade (DIN: 07255522) has resign from the post of Independent Director of the Company with effect from 30th June, 2023.

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 within the prescribed time, 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:

During the audit period apart from the instances mentioned hereunder, there were no specific events / actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc.:

- The Company has obtained Shareholder's approval in the 70th Annual General Meeting for:
 - I. 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;
 - II. Re-appointment of Mr. Mehul Hasmukh Shah, Director (DIN: 00338356), who retires from office by rotation and being eligible, offers himself for reappointment;
 - III. 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);

-
- IV. To appoint Mr. Raju Kishan Darade (DIN: 07255522) as a Non-Executive, Independent Director of the Company;
- V. To appoint Mrs. Shruti Rahul Joshi (DIN: 09388260) as an Executive Director of the Company;
- VI. 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.
- The Company has obtained the In-principal approval from the Bombay Stock Exchange ("BSE") on August 30, 2022 for issuance and allotment of Warrant. However, since the warrant application money was not received within 15 days from the date of receiving the in-principal approval, the warrants were subsequently cancelled. As a result, the In-principal approval received from the exchange was held in abeyance.

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

**FOR HD AND ASSOCIATES
COMPANY SECRETARIES**

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

PLACE: MUMBAI

DATE: 27TH JULY, 2023

UDIN: A047700E000687341

PEER REVIEW NO.: 2208/2022

ANNEXURE A TO SECRETARIAL AUDIT

To

The Members,

Esaar (India) Limited,

Shop No. 06, Prathamesh Avenue Datta Mandir Road,

Malad East Mumbai – 400 097.

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.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR HD AND ASSOCIATES
COMPANY SECRETARIES**

Sd/-

HARDIK DARJI

**PRACTICING COMPANY SECRETARY
PROPRIETOR**

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

FRN: S2018MH634200

PLACE: MUMBAI

DATE: 27TH JULY, 2023

UDIN: A047700E000687341

PEER REVIEW NO.: 2208/2022

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**

Sd/-

**HARDIK DARJI
PRACTICING COMPANY SECRETARY
PROPRIETOR**

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

FRN: S2018MH634200

PLACE: MUMBAI

DATE: 27TH JULY, 2023

UDIN: A047700E000687341

PEER REVIEW NO.: 2208/2022



INDEPENDENT AUDITOR'S REPORT

To the Members of **ESAAR (INDIA) LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the financial statements of ESAAR (INDIA) LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2023, 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, 2023, 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 auditors' 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.

Without qualifying our report attention is invited to note no. 05 of financial statement wherein the company has not allotted 2,40,64,000 convertible equity warrants at a price of Rs. 10/- each in accordance with the SEBI guidelines and the companies act 2013 upon non-receipt of upfront payment of 25% i.e. Rs. 601.60 lakhs of total consideration (of Rs. 2406.40 Lakhs) as per the term of preferential issue. These convertible warrants were not issued on physical basis and dematerialization of these warrants are not under process.

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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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.
 - vi. As proviso to rule 3(1) of the Companies (Account) Rules,2014 is applicable for the company only w.e.f. April 1,2023, reporting under this clause is not applicable.
3. In our opinion, according to information, explanation given to us, the remuneration paid by the company to its directors is within the limits laid prescribed under section 197 of the Act the rules thereunder.

FOR HARISH ARORA & ASSOCIATES

Chartered Accountants

FRN: 015226C

HARISH ARORA

Partner

Membership No. 407420

Place: Mumbai

Date: 26/06/2023

UDIN :23407420BGXPTY5674

Annexure 'A'

(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, 2023)

We report that:

- (i) (a) (A) The company has maintained proper records showing full particulars, 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 statements are 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, 2023 is Rs. 218.86 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, 2023.

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, 2023 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	95,15,020
The Income Tax Act, 1961	Income Tax	CIT Appeals	A.Y. 2015-16	3,07,65,621
The Income Tax Act, 1961	Income Tax	CIT Appeals	A.Y. 2016-17	50,84,838
The Income Tax Act, 1961	Income Tax	AO	A.Y. 2021-22	4,17,41,240

- (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 2023. 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 2023. 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

Place: Mumbai
Date: 26/06/2023

HARISH ARORA
(PARTNER)
Membership No.: 407420

Annexure 'B'

Report on Internal Financial Controls with reference to financial statements

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

Opinion

We have audited the internal financial controls over financial reporting of ESAAR (INDIA) LIMITED ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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, 2023, 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.

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.

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

Place: Mumbai
Date: 26/06/2023

**HARISH ARORA
(PARTNER)
Membership No.: 407420**

Esaar (India) Limited
Balance Sheet as at 31st March 2023

(Amount in Lacs)

Particulars	Note No.	As at 31 March, 2023	As at 31 March, 2022
ASSETS			
1 Financial Assets			
(a) Cash and cash equivalents	2	78.20	77.34
(b) Receivables		-	-
(I) Trade Receivables	3	887.24	887.24
(II) Other Receivables - Derivatives		-	-
(c) Loans	4	12,650.06	8,651.59
(d) Investments	5	1,751.32	2,768.07
(e) Other Financial assets	6	113.94	23.49
(f) Inventories	7	39.89	163.80
Total Financial Assets		15,520.66	12,571.53
2 Non-Financial Assets			
(a) Current tax assets (Net)	8	7.00	41.32
(b) Deferred tax Assets (Net)	9	87.68	140.03
(c) Property, Plant and Equipment	10	206.81	27.37
(d) Miscellaneous Expenditure not written off		36.85	-
Total Non-Financial Assets		338.35	208.72
TOTAL ASSETS		15,859.01	12,780.25
II LIABILITIES AND EQUITY			
1 LIABILITIES			
Financial Liabilities			
(a) Trade Payables			
1.Total Outstanding dues of MSME	11	-	-
2.Total Outstanding dues of Creditors other than MSME	11	553.83	402.53
(b) Borrowings	12	10,673.86	8,141.97
(c) Other financial liabilities	13	167.80	14.86
Total Financial Liabilities		11,395.51	8,559.36
Non-Financial Liabilities			
(a) Provisions	14	2.64	-
(b) Current tax Liabilities (Net)	8	-	-
Total Non-Financial Liabilities		2.64	-
2 EQUITY			
(a) Equity share capital	16	2,044.25	2,044.25
(b) Receipts Against Warrants		761.60	-
(c) Other Equity	17	1,655.01	2,176.64
Total Equity		4,460.86	4,220.89
TOTAL LIABILITIES AND EQUITY		15,859.01	12,780.25

As per our report of even date attached

1-34

For Harish Arora & Associates
FRNo. 015226C
Chartered Accountants

For and on behalf of the Board of Directors

Harish Arora
Partner
Membership No. 407420

Shruti Rahul Joshi
Whole Time Director & CFO
DIN : 09388260

Bipin Varma
Director
DIN : 05353685

Place : Mumbai
Date : 26-06-2023
UDIN: 23407420BGXPUA9861

Palak Jain
Company Secretary
(PAN:ARQPJ7853H)

Esaar (India) Limited
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31,2023

(Amount in Lacs except EPS)

Particulars		Note No.	For the year ended 31 March, 2023	For the year ended 31 March, 2022
	Revenue from Operations			
	Interest Income	18	913.81	843.15
	Sale & Purchase of Shares and Securities (Net)	19	631.22	43.85
	Other Revenue from Operations	19	301.17	11.80
I	Total Revenue from operations		1,846.20	898.80
II	Other income	20	288.52	2,796.92
III	Total Revenue		2,134.72	3,695.72
	Expenses:			
	Finance Cost	21	729.60	262.74
	Impairment on financial instruments		-	-
	Net loss /(gain) on fair value changes		-	-
	Changes in Inventory of Shares and Securities		123.90	(77.48)
	Employee Benefits Expenses	22	29.27	28.04
	Depreciation & amortization expenses	10	3.50	1.25
	Other Expenses	23	668.40	1,345.72
IV	Total Expenses		1,554.66	1,560.27
V	Profit/(Loss) before exceptional items and tax (III-IV)		580.06	2,135.46
VI	Exceptional Items		-	-
VII	Profit/(Loss) before tax (V -VI)		580.06	2,135.46
VIII	Tax expenses:			
	(1) Income Tax			
	- Current year		80.00	16.25
	- Earlier years		-	-
	(2) Deferred tax		52.35	18.45
IX	Profit/(Loss) for the period (VII-VIII)		447.70	2,100.75
X	Other Comprehensive Income			
	A. (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	B. (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	Total Comprehensive Income for the period (IX+X)		447.70	2,100.75
XI	(Comprising Profit/(Loss) and Other Comprehensive Income for the period)		447.70	2,100.75
XII	Earning per equity share:	24		
	(1) Basic		2.19	10.28
	(2) Diluted		2.19	10.28

As per our report of even date attached

1-34

For Harish Arora & Associates
FRNo. 015226C
Chartered Accountants

Harish Arora
Partner
Membership No. 407420

Place : Mumbai
Date : 26-06-2023
UDIN: 23407420BGXPUA9861

For and on behalf of the Board of Directors

Shruti Rahul Joshi Bipin Varma
Whole Time Director & CFO Director
DIN : 09388260 DIN : 05353685

Palak Jain
Company Secretary
(PAN:ARQPJ7853H)

Esaar (India) Limited
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2023

(Amount in Lacs)

	Particulars	For the year ended	
		31 March, 2023	31 March, 2022
A	Cash Flow From Operating activities:		
	Profit before income tax :	580.06	2,135.46
	Adjustments for:		
	Other Comprehensive Income	(969.33)	(148.63)
	Fair Value Measurement - ECL / Reversal of Provisions	-	332.01
	Operating Profit Before Working Capital Changes [I]	(389.27)	2,318.84
	Adjustment for Working Capital Changes:		
	Increase in Trade Payables and Other Liabilities	306.91	(148.14)
	Decrease/(Increase) in Inventories	123.91	(77.48)
	Decrease in Trade Receivable	-	598.12
	(Increase) in Financial and Other Assets	(4,091.46)	(5,593.00)
	Increase in Other Current Aseets	-	(21.47)
	Cash generated from Operations [II]	(3,660.66)	(5,241.97)
	Income Taxes Paid [III]	(80.00)	(16.25)
	Net Cash (outflow)/inflow from Operating Activities (A) [I+II+III]	(4,129.93)	(2,939.39)
B	Cash Flows From Investing Activities		
	(Investment in Shares)/ Sale of Shares	1,016.74	(1,667.04)
	Investment in Fixed Assets	(179.45)	(26.80)
	Net Cash (outflow)/inflow From Investing Activities (B)	837.29	(1,693.84)
C	Cash Flows From Financing Activities:		
	Short Term Borrowings	2,531.89	4,693.35
	Receipts against Share Warrants	761.60	-
	Net Cash Inflow From Financing Activities (C)	3,293.49	4,693.35
	Net increase (decrease) in cash and cash equivalents (A+B+C)	0.86	60.12
	Cash and Cash Equivalents at the beginning of the financial year	77.34	17.22
	Cash and Cash Equivalents at end of the year	78.20	77.34

As per our report of even date attached

For Harish Arora & Associates
FRNo. 015226C
Chartered Accountants

Harish Arora
Partner
Membership No. 407420

Place : Mumbai
Date : 26-06-2023
UDIN: 23407420BGXPUA9861

For and on behalf of the Board of Directors

Shruti Rahul Joshi **Bipin Varma**
Whole Time Director & CFO **Director**
DIN : 09388260 **DIN : 05353685**

Palak Jain
Company Secretary
(PAN:ARQPJ7853H)

Esaar (India) Limited
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2023

Other Equity						(Amount in Lacs.)
Particulars	Reserve & Surplus				Total	
	Share Premium	Retained Earnings	Statutory Reserves	OCI		
Balance as at 31 March 2021	124.89	407.33	86.95	399.47		
Profit for the year	-	2,100.75	-	-	2,100.75	
Additions during the year	-	332.01	-	(148.63)	183.38	
Transfer to Statutory Reserve		(420.15)	420.15		-	
Other Comprehensive Income	-	-	-		-	
Balance as at 31 March 2022	124.89	1,273.27	507.10	271.37	2,176.63	
Particulars	Reserve & Surplus				Total	
	Share Premium	Retained Earnings	Statutory Reserves	OCI		
Balance as at 31 March 2022	124.89	1,273.27	507.10	271.37	2,176.63	
Profit for the year	-	447.70	-	-	447.70	
Additions during the year	-		-	(969.33)	(969.33)	
Transfer to Statutory Reserve		(89.54)	89.54		-	
Other Comprehensive Income	-	-	-		-	
Balance as at 31 March 2023	124.89	1,631.43	596.64	(697.96)	1,655.01	

1 ACCOUNTING POLICY

1.1 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 - 400 097, Maharashtra, India

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

Statement of Compliance and Basis for Preparation and Presentation of Financial

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 26th June 2023.

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.

2.1 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
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are
- 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 Observeable 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 constant 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 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.

Segment Information

As the Company has no activities other than those of an investment company, the segment reporting under Indian Accounting Standard Ind AS 108 - 'Operating Segments' is not applicable. The Company does not have any reportable geographical segment.

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.

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

- 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 -

'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 has not entered 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.

Employee Welfare Fund

The Company has created Employee Welfare Fund of Rs. 2,32,915/- during the Financial year 2022-23 for the Benefits of Employees to support families of deceased employees, Top up option under Group Mediclaim schemes, economic assistance to affected employees, etc.

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 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.

Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in Lacs.)

Note No.	Particulars	As at March 31, 2023	As at March 31, 2022
2	CASH & CASH EQUIVALENTS		
	Balance With Banks in Current Accounts	76.07	75.44
	Cash on Hand	2.13	1.90
	Total	78.20	77.34
3	TRADE RECEIVABLES		
	(I) Trade Receivables		
	Secured, considered goods		
	Unsecured, considered goods	887.24	887.24
	(II) Other Receivables	-	-
	Total	887.24	887.24

Note 3.1: Trade Receivables ageing Schedule

The trade receivables ageing schedule for the years ended as on March 31, 2023 are as follows :

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	-	-		887.24	-	-	887.24
Undisputed trade receivables – credit impaired							
Disputed trade receivables – considered good							
Disputed trade receivables – credit impaired							
Less : Allowance for credit loss							
Total trade receivables	-	-	-	887.24	-	-	887.24

The trade receivables ageing schedule for the years ended as on March 31, 2022 are as follows :

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	-	-	69.75	817.49	-	-	887.24
Undisputed trade receivables – credit impaired							
Disputed trade receivables – considered good							
Disputed trade receivables – credit impaired							
Less : Allowance for credit loss							
Total trade receivables	-	-	70	817	-	-	887.24

Note 2.1. The average credit period ranges between 1 to 11 months.

Note 2.2 The Company measures trade receivables at amortised cost. Trade receivables are measured at transaction price.

Note 2.3. Expected credit loss on trade receivables: The Company applies the simplified approach for computation of expected credit loss on trade receivables as allowed under IndAS 109. The Company is recognizing lifetime expected credit loss for trade receivables, as applicable.

Note 2.4. The carrying amount of trade receivables approximates the fair value because of their short term nature.

Note 2.5 No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

4	LOANS		
	Loans		
	(a) Secured, Considered Good	3,193.43	400.00
	(b) Unsecured, Considered Good		
	-Loans to Related Parties	-	-
	-Loans to others	10,026.90	9,013.66
	Provision for Standard Assets, Doubtful Assets & Loss Assets	(342.00)	(545.55)
	Unrealised Interest on NPA Accounts	(228.26)	(216.53)
	Total	12,650.06	8,651.59

Note 4.1 There is no loan asset measured at FVOCI or FVTPL or designated at FVTPL.

Note 4.2

Loans In India	13,220.33	9,413.66
Loans outside India	-	-
Less: Impairment allowances	(342.00)	(545.55)
Less: Unrealised Interest on NPA Accounts	(228.26)	(216.53)
	12,650.06	8,651.59

Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 4.3

Loan Secured by Tangible Assets	3,193.43	400.00
Loan Secured by Intangible Assets	-	-
Unsecured	10,026.90	9,013.66
Less: Impairment allowances	(342.00)	(545.55)
Less: Unrealised Interest on NPA Accounts	(228.26)	(216.53)
	12,650.06	8,651.59

I) Underlying securities for the assets are secured by tangible assets property, machinery and book debts.

II) Underlying securities for the assets secured by Intangible assets are Shares & Securities.

III) Additional Disclosure required as per Schedule III amendments dated March 24, 2021: There is no loan outstanding from subsidiary or any related party as a 31.03.2023 and 31.03.2022.

Note 4.4

Exposure to Real Estate sector	3,193.43	400.00
Exposure to Capital Market / Securities	-	-
Others	10,026.90	9,013.66
Less: Impairment allowances	(342.00)	(545.55)
Less: Unrealised Interest on NPA Accounts	(228.26)	(216.53)
	12,650.06	8,651.59

5	INVESTMENTS (Refer Note 5.1 & 5.2) Other investments (Gold Jewellery)	1,749.53 1.80	2,768.07
	Total	1,751.32	2,768.07
6	OTHER FINANCIAL ASSETS Fixed Deposit Security Deposit Staff Advances Advance against car Prepaid Expenses Deferred Expenditure	103.59 0.50 0.04 - 9.81 -	3.44 - - 20.00 0.05 -
	Total	113.94	23.49
7	INVENTORIES Stock In Trade - Shares & securities (Refer note 6.1)	39.89	163.80
	Total	39.89	163.80
8	OTHER TAX ASSETS (NET) Tax Deducted at Source Unrealised GST Less: income tax provision	119.95 - (112.94)	74.24 0.02 (32.94)
	Total	7.00	41.32
9	DEFERRED TAX LIABILITIES/(ASSETS) (NET) Opening Balance Add/ (Less): Fair Value through Profit & Loss (See 8.1)	140.03 (52.35)	158.48 (18.45)
	Total	87.68	140.03

No Deferred Tax Assets/ (Liabilities) has been recognised for Equity Instruments designated at FVTOCI

Note 9.1 : REASON FOR DIFFERENCE

Due to Difference in Depreciation on Assets	(3.51)	(0.79)
Due to Difference in Provision on Loan as per RBI Guidelines and Income Tax Act	91.19	140.82
Total	87.68	140.03

11	TRADES PAYABLES Trades Payables Other financial liabilities	553.83 -	- 392.17 10.36
	Total	553.83	402.53

Note 11.1: Note on disclosure under Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

Based on the information available with the Company, there are no outstanding amount payable to creditors who have been identified as "suppliers" within the meaning of "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006" as at March 31, 2023 and March 31, 2022.

Note 11.2: Trades Payable Ageing Schedule

The details regarding the contractual maturities of significant financial liabilities as at March 31, 2023 are as follows :

Particulars	Less than 1 year	1-2 years	2-4 years	4-7 years	Total
Trade payables	487.08	3.60	39.15	24.00	553.83
Other financial liabilities (excluding liability towards contingent consideration) on an undiscounted basis					
Total	487.08	3.60	39.15	24.00	553.83

Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

The details regarding the contractual maturities of significant financial liabilities as at March 31, 2022 are as follows :

Particulars	Less than 1 year	1-2 years	2-4 years	4-7 years	Total
Trade payables	363	5	24	-	392.17
Other financial liabilities (excluding liability towards contingent)	10	-	-	-	10.36
Total	374	5	24	-	402.53

12	BORROWINGS				
	Secured Loans			2,204.98	2,478.51
	Unsecured Loans - From Banks			95.02	
	Unsecured Loans			8,373.86	5,663.46
	Total			10,673.86	8,141.97

There is no borrowings measured at FVTPL or designated at FVTPL.

13	OTHER FINANCIAL LIABILITIES				
	Salary & Reimbursement			0.99	2.80
	Other Payables			116.61	-
	Other Current Liabilities			30.74	0.15
	Other Statutory Payables			19.47	11.91
	Total			167.80	14.86

14	PROVISIONS				
	Provision for Impairment - Derivatives			-	-
	Provision for Expenses			2.64	-
	Total			2.64	-

15	OTHER NON-FINANCIAL LIABILITIES				
	Security Deposits Payable			-	-
	Other Current Liabilities			-	-
	Other Payable			-	-
	Total			-	-

16	EQUITY SHARE CAPITAL				
	Authorized, Issued, Subscribed and Paid Up				
	Authorized				
	6,15,00,000 Equity Shares of Rs. 10 each (Previous Year 2,15,00,000 Equity Shares of Rs. 10 each)			6,150.00	2,150.00
	Issued				
	2,04,42,500 Equity Shares of Rs.10 each (Previous Year 2,04,42,500 Equity Shares of Rs. 10 each)			2,044.25	2,044.25
	Subscribed & Paid up				
	2,04,42,500 Equity Shares of Rs.10 each fully paid (Previous Year 2,04,42,500 Equity Shares of Rs. 10 each)			2,044.25	2,044.25
	Add : Share Forfeiture			-	-
	Total			2,044.25	2,044.25

Note 16.1 - Terms / rights attached to equity shares :

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note 16.2 - Objective for managing capital: The Company maintains an actively managed capital base to cover risks inherent in the business and is meeting the capital adequacy requirements as prescribed by Reserve Bank of India (RBI).

Particulars	Opening Balance	Addition/	Closing Balance
Equity shares with voting rights			
Year ended 31 March, 2022			
- Number of shares	2,04,42,500	-	2,04,42,500
- Amount (Rs.)	20,44,25,000	-	20,44,25,000
Year ended 31 March, 2023			
- Number of shares	2,04,42,500	-	2,04,42,500
- Amount (Rs.)	20,44,25,000	-	20,44,25,000

Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 16.4 - Shareholders holding more than 5 percent of Equity Shares

Name of Shareholder	% holding in the class	No of Shares held	
		As at March 31, 2023	As at March 31, 2022.
	NA	NIL	NIL

As per records of company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Note 16.5 - Shareholding of Promoter and Promoter Group

Name of Shareholder	% holding in the class	No of Shares held	
		As at March 31, 2023	As at March 31, 2022.
Dheeraj Shah	3.10%	6,34,688	6,34,688

17 OTHER EQUITY

Particulars	Opening Balance	Profit for the year	Additions during the year	Transfer to Statutory Reserve	Closing Balance
Reserves & surplus					
Securities Premium	124.89				124.89
Statutory Reserves	507.10			89.54	596.64
Retained earnings	1,273.27	447.70	-	(89.54)	1,631.43
Other Comprehensive Income (OCI)	271.37		(969.33)		(697.96)
-Fair Value of Equity Investments through OCI					
Total	2,176.63	447.70	(969.33)	-	1,655.01

Description of the nature and purpose of Other Equity :

Statutory reserve:

Statutory reserve represents reserve fund created pursuant to Section 45-IC of the RBI Act, 1934 through transfer of specified percentage of net profit every year before any dividend is declared. The reserve fund can be utilized only for limited purposes as specified by RBI from time to time and every such utilization shall be reported to the RBI within specified period of time from the date of such utilization.

Securities premium reserve:

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilized only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Retained Earnings:

Revenue reserve is a portion of profit owned by the company and is kept aside for the use of other multiple purposes. This reserve is recorded in the profit and loss account and can be used for distributing Dividend to shareholder, Expand the business, Stabilise the dividend rate in accordance with the provisions of the Companies Act, 2013.

Other Comprehensive Income (OCI):

Other comprehensive income (OCI) includes revenues, expenses, gains, and losses that have yet to be realized and are excluded from net income on an income statement. The Company has set aside Unrealized gain or loss on investments that are available for sale as Other Comprehensive Income.

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Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in Lacs.)

Note No.	Particulars	As at 31st March 2023	As at 31st March 2022
18	Interest Income		
	Interest on Loan (income)	913.81	831.79
	Penal Interest Income	-	11.35
	Total	913.81	843.15
19	Sale of Goods & Services		
	Sales of shares and securities (Net)	631.22	43.85
	Other revenue from Operations	301.17	11.80
	Total	932.39	55.65
20	OTHER INCOME		
	Dividend and commission Income	76.51	0.02
	Interest on Fixed Deposit	1.21	0.12
	OCI Provision reversed		388.44
	Long term capital Gains		12.87
	Other Income - Reversal of Provisions	210.80	2,161.81
	Other Income - Sundry Balances		233.65
	Total	288.52	2,796.92
	<p>Note 20.1 - After overcoming from covid 19 pandemic, The company reviewed all the business prospects and activities, The company reassessed all the provision made in earlier year during the covid 19 pandemic scenario and after reassessment, reversed back the provision on loans and advances of Rs. 2161.81 Lakhs and same has been taken into other income.</p> <p>Note 20.2 - Previous years OCI Provision have been reversed since the Shares pertaining to OCI entries were sold off during the Financial year. Hence the Management decided to reverse the OCI provision passed as the same was no longer necessary.</p>		
21	FINANCE COST		
	Interest Expenses	729.26	262.73
	Bank Charges	0.34	0.01
	Total	729.60	262.74
	Note: Other than financial liabilities measured at amortized cost, there are no other financial liabilities measured at FVTPL.		
22	EMPLOYEE BENEFIT EXPENSES		
	Payment to Directors & KMP:		
	(i) Remuneration	28.81	28.04
	(ii) Staff Welfare Expenses	0.46	-
	Total	29.27	28.04
23	OTHER EXPENSES		
	Auditor's Remuneration	2.00	2.00
	Other Expenses- Derivatives M2M	-	203.10
	Donation	10.75	-
	Income tax Paid	-	0.62
	Provision for Loans & Advances (Expense)	-	446.89
	Provision for Sub-Standard Assets (Expense)	-	78.22
	Provision for Standard Assets (Expense)	7.25	20.42
	Membership Fees & Registration Charges	0.15	0.40
	Provision of Fair Value (Current INDAS)	-	2.24
	Accomodation expenses	1.17	-
	Rent	1.37	-
	Bad Debts	597.02	439.45
	Late Fees and Delay charges	8.13	0.05
	Car Expenses	0.80	-
	Computer	0.07	-
	Petrol & fuel	0.15	-
	Miscellaneous Expenses	7.28	2.04
	Professional Expenses	7.78	22.85
	Consultancy Charges	8.00	3.20
	Annual & Listing Fees	4.93	4.12
	Prior Period Expenses	-	0.16
	Speculation Loss	-	0.36
	Legal & Stamp Duty Charges	1.22	-
	Preliminary Expenses written off	6.50	-
	Sundry Balance written off	-	0.24
	Share Transfer charges	1.39	1.39
	Share expenses	2.42	117.97
	Total	668.40	1,345.72

(Amount in Lacs.)

	23.1 AUDITORS REMUNERATION		
	a) Statutory Audit Fees	2.00	2.00
24	BASIC & DILLUTED EARNING PER SHARE		
	(A) Profit attributable to Equity Shareholders (Rs.)	447.70	2,100.75
	(B) No. of Equity Share outstanding during the year.	2,044.25	2,044.25
	(C) Face Value of each Equity Share (Rs.)	10.00	10.00
	(D) Basic & Diluted earning per Share (Rs.)	2.19	10.28

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Esaar (India) Limited
Notes forming part of Financial statement

(Amount in Lacs)

Note: 5.1 Investments

Particulars	2022-23			2021-22		
	Quantity	FMV	Amount	Quantity	FMV	Amount
Quoted Securities						
Nippon India ETF Liquid Fund	1	1,000.00	0.01	1	1,000.00	0.01
Prabhat Technologies India Limited	424097	195.00	826.99	4,24,097	315.00	1,335.91
Pro-Fin Capital Services Limited			-	7,000	152.85	10.70
Dhani Services Limited	9005	26.55	2.39	9,241	62.35	5.76
DRC Systems India Limited	20	48.85	0.01	20	38.05	0.01
Brightcom Group Limited				5,00,000	97.40	487.00
Mayukh Dealtrade Limited	4000	10.25	0.41	4,000	11.03	0.44
India Bulls Real Esatate				8,400	101.35	8.51
Suvidhaa Infoserv Limited				115	8.08	0.01
Siddharth Education Services Limited	40000	14.75	5.90	40,000	14.75	5.90
Total Quoted Share (a)			835.71			1,854.25
Unquoted Shares						
Non convertible Redeemable Preference Shares of Mansukh Commodity Future Private Limited	75,00,000	10.00	750.00	75,00,000	10.00	750.00
Searock International Private Limited	1,07,825	129.84	140.00	1,07,825	129.84	140.00
SKM Steels Limited	9,500	250.71	23.82	9,500	250.71	23.82
Total Unquoted Shares (b)			913.82			913.82
Total Investments			1,749.53			2,768.07

Note 5.2 # Quoted securities are marked to Market through FVOCI at each reporting period and are held for trade. Unquoted securities are measured at amortised cost and held for Investment purpose.

Note: 6.1 Inventories

Particulars	As on 31.03.2023			As on 31.03.2022		
	Qty	Price	Amount	Qty	Price	Amount
Quoted Shares						
Pabhat Technologies (India) Limited	4,496	195.00	8.77	2,509	306.08	7.68
Pro-Fin Capital Limited	1,92,000	1.03	1.98	6,400	37.75	2.42
Penta Gold Limited	57,000	48.85	27.84	57,000	104.70	59.68
Penta Gold Limited	11,800	10.00	1.18	9,39,000	10.00	93.90
Yes Bank Limited	997	12.30	0.12	997	12.30	0.12
			-			
Total Inventory			39.89			163.80

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Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE "10" : FIXED ASSETS

(Amount in Lacs)

Descriptions	Gross carrying amount				Accumulated Depreciation				Net carrying amount	
	As at 1 April, 2022	Additions during the year	Deduction during the year	As at 31 March, 2023	Balance as at 1 April, 2022	Additions during the year	Deduction during the year	Balance as at March 31, 2023	As at March 2023	As at 31st March 2022
Tangible Assets										
Plant & Machinery	2.15	-	-	2.15	1.64	0.06	-	1.70	0.44	0.50
Office Equipments	7.81	1.37	-	9.19	7.81	0.02	-	7.84	1.35	-
Motor Car	28.05	181.57	-	209.62	1.19	3.41	-	4.60	205.02	26.86
TOTAL	38.01	182.94	-	220.95	10.64	3.50	-	14.14	206.81	27.37

Descriptions	Gross carrying amount				Accumulated Depreciation				Net carrying amount	
	As at 1 April, 2021	Additions during the year	Deduction during the year	As at 31 March, 2022	Balance as at 1 April, 2021	Additions during the year	Deduction during the year	Balance as at March 31, 2022	As at March 2022	As at 31st March 2021
Tangible Assets										
Plant & Machinery	2.15	-	-	2.15	1.58	0.06	-	1.64	0.50	0.57
Office Equipments	7.81	-	-	7.81	7.81	-	-	7.81	-	-
Motor Car	-	28.05	-	28.05	-	1.19	-	1.19	26.86	-
TOTAL	9.96	28.05	-	38.01	9.39	1.25	-	10.64	27.37	0.57

Notes for Management**Note 24A : Financial instruments – Fair values and risk management****A. Accounting classification and fair values**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

As at 31st March 2023

Particulars	Carrying amount			Total
	FVTOCI - designated as such	Amortised Cost	Total	
Financial assets				
Investments	837.51	913.82	1,751.32	1,751.32
Other Assets	-	1,302.67	1,302.67	1,302.67
Loans	-	12,650.06	12,650.06	12,650.06
Cash & cash equivalents	-	78.20	78.20	78.20
	837.51	14,944.75	15,782.26	15,782.26
Financial liabilities				
Payables	-	11,398.16	11,398.16	-
	-	-	-	-
	-	11,398.16	11,398.16	-

As at 31st March 2022

Particulars	Carrying amount			Total
	FVTOCI - designated as such	Amortised Cost	Total	
Financial assets				
Investments	1,854.25	913.82	2,768.07	2,768.07
Other Assets	-	1,119.45	1,119.45	1,119.45
Loans	-	8,651.59	8,651.59	8,651.59
Cash & cash equivalents	-	77.34	77.34	77.34
	1,854.25	10,762.20	12,616.45	12,616.45
Financial liabilities				
Payables	-	8,559.36	8,559.36	-
	-	-	-	-
	-	8,559.36	8,559.36	-

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Notes for Management

B. Financial Risk Management

B.i. Risk management framework

A wide range of risks may affect the Company's business and operational or financial performance. The risks that could have significant influence on the Company are market risk, credit risk and liquidity risk. The Company's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimise potential adverse effects of such risks on the company's operational and financial performance.

B.ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. To manage this, the Company periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

(a) Trade and other receivables from customers

Credit risk in respect of trade and other receivables is managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in the credit risk on an on-going basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on assets as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business
- ii) Actual or expected significant changes in the operating results of the counterparty
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparties ability to meet its obligation
- iv) Significant changes in the value of the collateral supporting the obligation or in the quality of third party guarantees or credit enhancements.

Financial assets are written off when there is a no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. When loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due, When recoverable are made, these are recognised as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

Financial Assets are considered to be of good quality and there is no significant increase in credit risk

(b) Cash and cash equivalents and Other Bank Balances

The Company held cash and cash equivalents and other bank balances as stated in Financial statements. The cash and cash equivalents are held with bank with good credit ratings and financial institution counterparties with good market standing.

B.iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk is managed by Company through effective fund management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and other borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

B.iv. Market risk

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

B.iv.a Currency risk

The Company is not exposed to any currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee. Our exposure are mainly denominated in INR's Only. The Company's business model incorporates assumptions on currency risks and ensures any exposure is covered through the normal business operations. This intent has been achieved in all years presented. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks.

B.iv.b Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk through the impact of rate changes on interest-bearing liabilities and assets. The Company manages its interest rate risk by monitoring the movements in the market interest rates closely.

Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

25 Related party disclosure

a) Name of the related party and description of relationship.

S.No.	Particulars	Nature of Relationship
1	Shruti Joshi	Executive Director and Chief Financial Officer
2	Raju Darade	Independent Director
3	Dipti Yelve	Independent Director
4	Bipin Varma (Appointed on 27th January 2023)	Independent Director
5	Rajesh Kumar Amarnath Pandey (Appointed on 27th January 2023)	Independent Director
6	Mehul Hasmukhlal Shah	Whole Time Director
7	Disha Hareesh Shah (Resigned on 06th September 2022)	Company Secretary & Compliance Officer
8	Jai Vaidya (Served till 16th November 2022)	Company Secretary & Compliance Officer

b) Details of Transactions and Balances during the year with related parties at the year end.

S.No.	Related parties	Nature of Transactions during the year	2022-23	2021-22
			(Rs.)	(Rs.)
1	Raghvendra Kumar	Remuneration	-	6.25
2	Bipin Varma	Remuneration	1.24	-
3	Shruti Joshi	Remuneration	7.71	6.45
4	Jai Vaidya	Remuneration	0.64	
5	Disha Shah	Remuneration	4.86	3.99
6	Prismx Global Ventures Limited	Interest Expense	-	0.42
7	Prismx Global Ventures Limited	Closing Balance	-	9.25
8	Jamms Stock Brokers Private Limited	Loan Taken	-	35.00
9	Jamms Stock Brokers Private Limited	Repayment of Loan	-	35.00

Note 25.1 - Disclosures required by regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

No Transactions made during Financial Year which requires disclosures under the said regulation.

26 Balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.

27 Applicable provisions for NBFC covered under IndAS :

RBI under this circular provide that NBFCs which are required to comply with Indian Accounting Standards (IndAS) shall, as hitherto, continue to be guided by the guidelines duly approved by their boards and as per ICAI advisories for recognition of the impairments.

28 Capital Management

1. The Reserve Bank of India vide its circular reference RBI/2019-20/170 DOR (NBFC).CC.PD. No.109/22.10.106/2019-20 dated 13 March 2020 outlines the regulatory guidance in relation to Ind AS financial statements from financial year 2019-20 onwards. This included guidance for computation of 'owned funds', 'net owned funds' and 'regulatory capital'. Accordingly, the 'regulatory capital' as of 31 March 2022 has been computed in accordance with these requirements read with the requirements of the Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016 (as amended). The 'regulatory capital' as of 31 March 2021 as disclosed in the comparative period numbers below was computed based on the carrying values as reflected in the financial statements prepared in accordance with requirements of Ind AS. The Company's capital management strategy is to effectively determine, raise and deploy capital so as to create value for its shareholders. The same is done through a mix of either equity and/or convertible and/or combination of short term /long term debt as may be appropriate. The company determines the amount of capital required on the basis of operations, capital expenditure and strategic investment plans. The capital structure is monitored on the basis of net debt to equity and maturity profile of overall debt portfolio.

2. The Company is subject to the capital adequacy requirements of the Reserve Bank of India (RBI). Under RBI's capital adequacy guidelines, the Company is required to maintain a capital adequacy ratio consisting of Tier I and Tier II Capital. The total of Tier II Capital at any point of time, shall not exceed 100 percent of Tier I Capital. The minimum capital ratio as prescribed by RBI guidelines and applicable to the Company, consisting of Tier I and Tier II capital, shall not be less than 15 percent of its aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet. The Company has complied with all regulatory requirements related capital and capital adequacy ratios as prescribed by RBI.

Particulars	FY 2022-23	FY 2021-22
Tier I Capital	4,460.86	4,220.89

Tier II Capital	-	-
Total Capital	4,460.86	4,220.89
Aggregate of Risk weight	15,535.33	12,498.08
Tier-I Capital Ratio	28.71%	33.77%
Total Capital Ratio	28.71%	33.77%

Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

29 Contingent Liabilities & Commitments

Particulars	As at March 31, 2023 (in Lacs)
Capital Commitments	
- Estimated amount of Contracts remaining to be executed on capital account and not provided for (Net of Advances)	-
Contingent Liabilities	
- Claims against company not acknowledged as debts	-
- Tax Matters	166.82

Details of Tax matters

Income Tax Authorities has raised a demand against the company pertaining to assessment years 2014-15 and 2016-17; collectively amounting to Rs. 166.82 lacs. However the Company has filed writ petition with Honorable High Court for the same.

30 The Company is primarily engaged in the business of investment in companies including group companies. As such the Company's standalone financial statements are largely reflective of the investment business and there is no separate reportable segment.

Pursuant to

Ind AS 108 – Operating Segments, no segment disclosure has been made in these standalone financial statements, as the Company has only one geographical segment and no other separate reportable business segment.

31 Comparison of IRCAP and Impairment Allowances Under Ind AS 109

Sr. No.	Assets Type	Loss Allowance Provision as per Ind AS -	Provision as IRCAP	Difference
A	Standard Assets	27.67	27.67	-
B	Sub-Standard Assets	166.84	166.84	-
C	Doubtful Assets	-	-	-
D	Loss Assets	147.49	147.49	-

Note 31.1 - The Amount of Provision as per Income recognition, Assets Classification, Provisioning (IRCAP) is excess in provision required under Ind-AS 109, therefore there is no requirement of "Impairment reserve" in terms of Reserve Bank of India notification vide RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13th March 2020.

32 Financial Ratios

Ratio / Measure	March 31,2023	March 31,2022	Variances %	Explanation for variances exceeding 25%
Current Ratio	1.55	2.76	-44.00%	See 32.1
Debt-Equity Ratio	2.56	2.03	26.00%	NA
Debt Service Coverage Ratio	0.03	-0.08	-133.62%	See 32.2
Return on Equity Ratio %	0.10	0.68	-84.88%	See 32.3
Net profit ratio %	0.27	0.58	-52.97%	See 32.4
Return on Capital employed %	0.15	0.15	2.34%	NA
Return on investment %	0.19	0.00	40.40%	See 32.5

32.1 The Variance in Current Ratio is due to Increase in Current Liability as compared to previous year

32.2 The Variance in Debt-Service Coverage ratio is due to Increase in Operational profit as compared to Previous year.

32.3 The Variance in Return on Equity Ratio is due to Reversal of Excess Provisions in Previous year.

32.4 The Variance in Net Profit Ratio is due to Reversal of Excess Provisions in Previous year.

32.5 The Variance in Return on Investment is due to Dividend-paying debentures who pays Once in two years.

Methodology of Ratio / Measure

Ratio / Measure	Methodology
Current Ratio	Current assets over current liabilities
Debt-Equity Ratio	Debt over total shareholders' equity

Debt Service Coverage Ratio	EBIT over current debt	
Return on Equity Ratio %	PAT over total average equity	
Net profit ratio %	Net profit over revenue	
Return on Capital employed %	PBIT over average capital employed	
Return on investment %	Dividend and net fair value gain over weighted average investments	

Esaar (India) Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

33 The Company has taken inter-corporate deposits from certain companies and entered into Purchase/ Sale of Securities with same companies during the year ended March 31, 2022. The Company does not have any influence on the directors and/ or its operations of the said companies hence has not considered these as related party transactions in compliance with the Board approved policy on Related Party Transactions. However, in view of the Auditors remark, Audit Committee at its meeting held on May 27, 2022 has out of abundant caution and in compliance with the highest standards of corporate governance considered and ratified the transactions. In Audit Committee inter-alia considered the same and is of the opinion that these transactions are per-se independent in nature and therefore in compliance with the applicable regulatory framework.

The above financial results of the Company have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and accordingly, these financial results together with the results for the comparative reporting period have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the the Companies Act, 2013 ("the Act"), and other recognized accounting practices generally accepted in India and in compliance with Regulation 33 and Regulation 52 read with Regulation 63 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"). Any application guidance/ clarifications/ directions issued by the Reserve Bank of India or other regulators are implemented as and when they are issued/ applicable.

34 Previous period/ year figures have been regrouped and reclassified wherever necessary to conform to current period's presentation. This reclassification has not affected previously reported results.

For Harish Arora & Associates
FRNo. 015226C
Chartered Accountants

Harish Arora
Partner
Membership No. 407420

Place : Mumbai
Date : 26-06-2023
UDIN: 23407420BGXPUA9861

For and on behalf of the Board of Directors

Shruti Rahul Joshi	Bipin Varma
Whole Time Director & CFO Director	Director
DIN : 09388260	DIN : 05353685

Palak Jain
Company Secretary
(PAN:ARQPJ7853H)



A-56, Kumbha Nagar,
Chittorgarh- Rajasthan
Branch- Amet, Rajsamand (Raj.)
+91-94147-34801
Email: harisharoraassociates@gmail.com

Limited review Report

Review report to Board of Directors,

Esaar (India) Limited

We have reviewed the accompanying statement of unaudited financial results of **M/s Esaar(India)Limited** for the quarter ended 30th June 2023.

This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and an analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.





A-56, Kumbha Nagar,
Chittorgarh- Rajasthan
Branch- Amet, Rajsamand (Raj.)
+91-94147-34801
Email: harisharoraassociates@gmail.com

We believe that our audit provides a reasonable basis of our unmodified opinion.

Our opinion is not modified in respect of above.

For Harish Arora & Associates
Chartered Accountants
FRN: 015226C



Harish Arora
Partner
Membership Number: 407420

Place of signature: Chittorgarh

Date: 09/08/2023

UDIN: 23407420BGXPUD4122

Esaar (India) Limited

Regd. Off. : Shop No. 06, Prathamesh Avenue Datta Mandir Road, Malad East Mumbai - 400097
 Corporate office: Unit No. 101, Western Edge-I, Kanakia Spaces, Western Express Highway, Borivali (East) Mumbai- 400066
 Tel: 022-40676000|esaarindiaLtd@gmail.com|www.esaar.in |L67120MH1951PLC222871

Statement Of Un-Audited Financial Results for the Quarter ended June 30, 2023

(Amount in Lacs Except EPS)

Sr. No.	Particulars	Quarter-Ended			Year ended
		30.06.2023	30.06.2022	31.03.2023	31.03.2023
		Un-Audited	Un-Audited	Audited	Audited
1	Revenue from operations	103.70	664.96	395.65	1,846.20
2	Other Income	54.33	0.17	211.80	288.52
3	Total Revenue (1+2)	158.03	665.13	607.45	2,134.72
4	Expenses				
	Finance Cost	221.48	147.94	225.76	729.60
	Changes in Inventory of Shares and Securities	27.99	16.83	5.25	123.90
	Employee benefits expense	10.83	5.21	11.03	29.27
	Depreciation and amortization expenses	4.83	0.68	1.46	3.50
	Other Expenses	43.34	9.16	23.20	668.39
	Total Expenses	308.48	179.82	266.70	1,554.66
5	Profit(+)/(Loss (-) before exceptional items and tax (3-4)	(150.45)	485.31	340.75	580.06
6	Exceptional items	-	-	-	-
7	Profit(+)/(Loss(-) before tax (5-6)	(150.45)	485.31	340.75	580.06
8	Tax Expense				
	(a) Current Tax	-	-	16.93	80.00
	(b) Deferred Tax	-	-	31.15	52.35
9	Profit(+)/(Loss (-) after tax (7-8)	(150.45)	485.31	292.67	447.71
10	Other Comprehensive income:				
	Items that will not be re-classified to profit or loss	-	-	-	-
11	Items that will not be re-classified to profit or loss	(150.45)	485.31	292.67	447.71
12	Paid-up equity share capital	2,044.25	2,044.25	2,044.25	2,044.25
	(Face value per share Rs. 10)				
	Other equity as per audited balance sheet	1,655.01	2,176.64	1,655.01	1,655.01
13	Earnings per equity share (EPS)				
	(1) Basic	(0.74)	2.37	1.43	2.19
	(2) Diluted	(0.74)	2.37	1.43	2.19

For Esaar (India) Limited

Bipin Varma
 Director
 DIN: 05353685



Shruti Joshi
 Director
 DIN: 09388260

Date: 09-08-2023
 Place: Mumbai

Notes:

- 1 The above audited financial results have been reviewed by the Audit Committee and have been approved by the Board of Directors at their respective meetings held on August 09, 2023 pursuant to Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015.
- 2 There is no separate reportable segment as per Ind AS 108 on 'Operating Segments' in respect of the Company
- 3 The above financial results of the Company have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and accordingly, these financial results together with the results for the comparative reporting period have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the the Companies Act, 2013 ("the Act"), and other recognized accounting practices generally accepted in India and in compliance with Regulation 33 and Regulation 52 read with Regulation 63 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"). Any application guidance/ clarifications/ directions issued by the Reserve Bank of India or other regulators are implemented as and when they are issued/ applicable.
- 4 In respect of these financial results, the figures for the corresponding quarter ended March 31, 2023 and the balancing figures between the audited in respect of the full Financial year and the published year to date figures up to the third quarter of the respective financial years ending on March 31, 2023 respectively.
- 5 Previous period/ year figures have been regrouped and reclassified wherever necessary to conform to current period's presentation.

Date: 09-08-2023
Place: Mumbai

For Esaar (India) Limited


Bipin Varma Shruti Joshi
Director Director
DIN : 05353685 DIN : 09388260