

63RD ANNUAL REPORT

2014-2015

ESaar (INDIA) LIMITED

Registered Office:

**B/411, Crystal Plaza,
New Link Road, Opp. Infinity Mall,
Andheri (West), Mumbai - 400053**



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Corporate Information

CIN: L67120MH1951PLC222871

ISIN: INE404L01021

BSE Scrip Code: 531502



Mr. Dheeraj Shah	-	Managing Director
Ms. Deepti Lalwani	-	Director
Mr. Avedhesh Pal	-	Director
Mr. Sachin Talgaonkar	-	Director

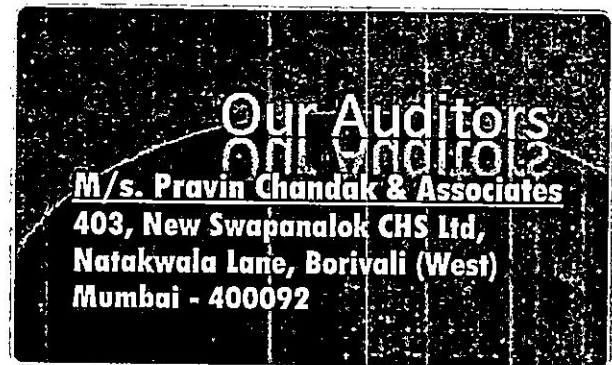
Registrar And Transfer Agent

Purva Share registry (India) PVT Ltd

9, Shiv Shakti Industrial Estate,
J.R. Boricha Marg, Lower Parel (W),
Mumbai – 400 011

Tel: 022-23016761 | 022-23018261

Email: busicomp@vsnl.com



Registered Office

B/411, Crystal Plaza,
New Link Road, Opp. Infinity Mall,
Andheri (West), Mumbai - 400053



BANKS of the Company

Axis Bank Limited- Andheri (West)

Kotak Bank Limited- Andheri (West)



CONTACT US

Web Site: www.esaarindia.com

Email: esaarindialtd@gmail.com

Tell: +91 60605677

Listing of Equity Shares

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai- 400001

91-22-22721233/4 | 91-22-66545695

Notice of 63rd Annual General Meeting

Notice is hereby given that the 63rd Annual General Meeting of the Members of **M/s. Esaar (India) Limited** will be held on 30th September, 2015, Wednesday, at the Registered Office of the Company at B/411, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (West), Mumbai- 400053 at 10:30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Dheeraj Babulal Shah (DIN: 02072433), Managing Director, who though not liable to retire by rotation is retiring by rotation to enable compliance by the Company with the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Pravin Chandak & Associates, Chartered Accountants (Registration No: 116627W) as the Statutory Auditors of the Company to hold office from the conclusion of the 63rd Annual General Meeting until the conclusion of the 67th Annual General Meeting and to authorise the Board of Directors to fix their remuneration for the financial year 2015-16.

SPECIAL BUSINESS:

4. **Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013**

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

"Resolved That pursuant to the provisions of Section 14 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Articles of Association of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

"Further Resolved That the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect this resolution".

5. **Approval for Related Party Transaction**

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:

"Resolved That pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49(VII) of the Listing Agreement as amended from time to time, consent of the Company be and is hereby accorded to the Board to enter into any and all transactions/contracts/arrangements with M/s. Gromo Trade & Consultancy Limited (Formerly Kamalakshi Finance Corporation Limited) a group Company and a 'related party' as defined in the Act and Clause 49(VII)(B) of the Listing Agreement, relating to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company, making of

loans to, and/or giving of guarantees or providing security on behalf of Gromo Trade & Consultancy Limited and/or making of investments in the securities of Gromo Trade & Consultancy Limited and the purchase from and/or sale to it of any securities by the Company, or any combination thereof, etc on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount/value of all such transactions/contracts/arrangements that may be entered into by the Company with Gromo Trade & Consultancy Limited and remaining outstanding at any time shall not exceed Rs.10 Crores during any one financial year of the Company."

"Resolved Further That the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

REGISTERED OFFICE

B/411, Crystal Plaza,
New Link Road, Opp. Infinity Mall,
Andheri (West), Mumbai - 400053
Dated: 12/08/2015

BY ORDER OF THE BOARD

Sd/-
Dheeraj Shah
(Managing Director)

Important Communiqué to Members - Green Initiative in Corporate Governance

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued a Circular stating that service of all documents including Annual Reports can be sent by e-mail to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all Members to support in this noble cause.

The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the Members on the email address provided by them to the R&T Agent/the Depositories.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company/R&T Agent while Members holding shares in demat form can intimate/update their email address to their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is attached hereto.
2. A member is entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself/herself and a proxy need not be a member of the company. a person can act as proxy on behalf of members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. further, member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person may not act as a proxy for any other person or member. the instrument appointing proxy must be deposited at the registered office of the compnay not less than 48 hours before the time of holding the meeting.
3. Corporate Members are requested to send in advance duly certified copy of Board Resolution / power of attorney authorizing their representative to attend the annual general meeting.
4. Members/ proxies are requested to bring their copies of annual reports and the attendance slip duly completed and signed at the meeting, quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
5. The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (M/s. Purva Shareregistry (India) Pvt Ltd.) of the Company.
6. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at: Purva Shareregistry (India) Pvt Ltd. 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai - 400 011.
7. Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014' electronic copy of the Annual Report for financial year 2014-2015 along with Notice of 63rd Annual General Meeting of the company (including the Attendance Slip & Proxy Form) is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their e mail address, physical copies of the Annual Report for the financial year 2014-2015 along with the notice of the 63rd Annual general Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Forms is being sent by other permissible modes.
8. Electronic copy of the Notice convening the 63rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose email addresses are registered with their respective Depository Participants. For those members who have not registered their email address, physical copies of the said Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
9. Members may also note that the Notice of the 63rd Annual General Meeting and the Annual Report for 2014-2015 will also be available on the Company's website www.esaarindia.com which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on all the working days except Saturdays and Sundays.
10. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
11. The Company has paid the annual listing fees for the financial year 2015-16 to BSE Limited.
12. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
13. Pursuant to section 91 of the Companies Act, 2013 The Register of Members and the Transfer Book of the Company will remain closed from 21/09/2015 to 22/09/2015 (both days inclusive).
14. Brief details of the Directors, who are seeking appointment / re-appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

15. Procedure and Instruction for E-Voting

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 63rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through polling paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through polling paper in case they have not casted their vote by remote e-voting.

The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

a. The instructions for e-voting are as under:

- i. Members whose e-mail addresses are registered with the company/Depository Participant(s) will receive an e-mail from NSDL informing the User-ID and Password.
 1. Open e-mail and open PDF file viz; "EILe-voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note the password is an initial password.
 2. Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>
 3. Click on shareholder- Login
 4. Insert user ID and password and initial password noted in step 1 above. Click Login
 5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 6. Home page of e-voting opens. Click on e-voting. Active e-voting cycles.
 7. Select "EVEN" of Esaar (India) Limited
 8. Now you are ready for e-voting and cast vote page opens.
 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 10. Upon confirmation, the message "Vote caste successfully" will be displayed.
 11. Once you have voted on the resolution, you will not be allowed to modify your vote.
 12. For the votes to be considered valid, the institutional shareholder(s) i.e. other than individuals, HUF, NRI, etc. are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/authorization letter etc. together with attested specimen signature of the authorized signatory/signatories who are authorized to vote, to the scrutinizer via e-mail staff@pravinca.com with a copy marked to evoting@nsdl.co.in.
- ii. For members whose email IDs are not registered with the company/ Depository participant(s) who receive physical ballot forms, the following instructions may be noted:
 - a. The initial password is provided at the bottom of the Postal Ballot Form
 - b. Please follow all the steps from 1 to 12 mentioned above, to cast your vote.
- iii. 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 password' option available on the site to reset the password.
- iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.

- v. In case of any queries you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com or contact NSDL by email at evoting@nsdl.co.in
- vi. The e-voting period commences on Friday 27/09/2015 at 9:00 A.M. and ends on Sunday, 29/09/2015 at 5:00 P.M. During this period, members of the company holding shares either in physical form or in dematerialized form, as on the cutoff / relevant date i.e. Friday, 25/09/2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
- vii. Any person, who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., 25/09/2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or esaarindia ltd@gmail.com. However, if such member is already registered with NSDL for remote e-voting then he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by NSDL by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- viii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., 25/09/2015 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- ix. Mr. Pravin Chandak, Chartered Accountant, (Membership No. 049391), Partner of M/s. Pravin Chandak & Associates, Chartered Accountants, Mumbai has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and e-voting process in a fair and transparent manner.
- x. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- xi. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company www.esaarindia.com and on the website of NSDL immediately after the declaration of results by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES, 2013**Item No. 4**

With the enactment of the Companies Act, 2013, there are several articles in the Articles of Association ("AOA") of the Company which are based on the provisions of the Companies Act, 1956 and which require alteration/deletion. Hence it is proposed to adopt a new set of AoA to replace the existing AOA so that the same is in line with the provisions of the Companies Act, 2013. The draft AOA is available for inspection to the shareholders at the registered office of the Company on all working days from 11.00 am to 1.00 pm except Saturday and Sunday, till the date of AGM without payment of any fees by the shareholders. The Board of Directors recommends there solution for approval of members of the Company at item No. 4 as a special resolution.

None of the Directors, any other Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolution.

Item No. 5

Pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), all related party transactions beyond the thresholds mentioned in Rule 15(3) (a) require prior approval of the Members in general meeting. Further, as per the provisions of Clause 49 (VII) of the Listing Agreement, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through a special resolution and the related parties are required to abstain from voting on such resolution.

"Material Related Party Transaction" under Clause 49 means any transaction to be entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements. The annual consolidated turnover of the Company for the financial year 2014-15 is `8.71 Crores. Accordingly, any transaction(s) by the Company with a related party (except with its wholly owned subsidiaries) exceeding `0.87 Crore (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members is required for the same.

Members' approval is hence sought for the following transactions which may be entered into by the Company with its related parties from time to time:

Sr. No.	Name of Related Parties	Nature of Relationship	Nature of transaction	Amount
1	M/s. Gromo Trade & Consultancy Limited (Formerly Kamalakshi Finance Limited)	Group Company	relating to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company, making of loans to, and/or giving of guarantees or providing security on behalf of Gromo Trade & Consultancy Limited and/or making of investments in the securities of Gromo Trade & Consultancy Limited and the purchase from and/or sale to it of any securities by the Company, or a combination thereof, etc	10 Crores

The ceiling on the amounts of transactions specified as above would mean the transactions entered into and remaining outstanding at any point in time.

The Board commends passing of the Special Resolutions set out at item nos. 5 of the Notice.

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE
FORTHCOMING ANNUAL GENERAL MEETING
(In pursuance of Clause 49 (VI) (A) of the Listing Agreement)**

Directors seeking Re-Appointment

Name of Director	Mr. Dheeraj Babulal Shah
Date of Birth	29/09/1979
Date of Appointment	18/03/2011
Expertise in any specific functional Area.	Account and Taxation
PAN	ARWPS1458D
DIN	02072433
No. of Equity shares held in the Company (as on 31.03.2015)	63,46,880
Qualification	MBA in Finance, Software Engineer
Brief Profile	<p>Mr. Dheeraj Babulal Shah is the Promoter of the Company, by qualification. He is Software Engineer and has also done MBA in Finance. He is the navigator who drove the Company. His vast experience is backed by astute and dynamic leadership qualities. He has expertise in Merchant Banking, Corporate Finance like ICD's, Bill Discounting, Project financing, Hire-Purchase, finance, and investment banking as he had been instrumental in syndicating such services to the clients.</p> <p>Mr. Dheeraj Babulal Shah was core member of Exotic Derivatives trading team at one of the largest US based investment banks for many years and have contributed to many sophisticated trade assisting tools. He also has wide knowledge and experience in re-engineering concepts and tools which are being used to re-engineer the process and improve it to make the business effective and efficient.</p> <p>He also has more than 15 years of experience in computers; He started his career as Microsoft technologist with a premier IT company of India. Soon having outgrown his role and moved to an engineering educational institute, as technology in-charge.</p> <p>He has worked on various domains like</p> <ol style="list-style-type: none"> 1. Financial Modeling 2. Banking 3. Insurance Actuarial 4. Carbon Accounting 5. Telecom Auditing 6. Project Management 7. HR Processes 8. Data Processing 9. Power Transmission Systems data reporting
Directorships held in other Companies (Excluding Foreign Companies.)	<ol style="list-style-type: none"> 1. Gromo Trade & Consultancy Limited 2. Atman Infotech Private Limited
Membership/Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	Members of Audit Committee and Stakeholder Relationship Committee of M/s. Gromo Trade & Consultancy Limited
Relationships, if any between Directors, interest.	No

BOARD OF DIRECTOR'S REPORT

To,
The Members of,
M/s. Esaar (India) Limited

Your Directors present their 63RD Annual Report with Audited Statement of Accounts for the year ended on March 31, 2015.

Financial Results:

(Amt. In Lacs)

Particulars	Year Ended 31/03/2015	Year Ended 31/03/2014
Revenue from operations	871.49	1572.33
Revenue from Other Income	-	-
Profit before Dep. & Int.	1182.09	(56.80)
Depreciation	(0.07)	2.64
Interest	939.61	7.03
Profit after Depreciation & Interest	(404.49)	(66.47)
Provision for Taxation	-	0.67
Provison for Tax (deferred)	0.36	21.69
Tax Adjustment for earlier years	-	0.00
Profit after Tax	(404.96)	(45.44)
Net profit/ (Loss)	(404.96)	(45.44)
EPS	(0.198)	(0.056)

During the year Company's total operational revenue including other income is '871.49 Lacs as compared to '1572.33 Lacs in the previous year and thereby registering a decline of 44.57%, as compared to the previous year. The decline in operational revenue is mainly due to volatile market condition and slack capital market platform, devaluation of stock and increase in administrative expenses, ultimately leads to stiff decline in profitability of the company and resulted in loss after tax i.e '404.96 Lacs against the loss after tax '45.44 Lacs in the previous year.

The management of the Company hereby very optimistic regarding performance of the Company in future and taking every steps and making every efforts to turn the Company in to profitable organisation.

Dividend:

In view of losses during the year, your Directors have not recommended any dividend on Equity Shares for the year under review.

Board Of Directors:

During the year under review, Mrs. Hiral Kalpesh Mehta, Director and CFO of the Company had resigned w.e.f. 26/12/2014 due to her pre-occupations. The Board of Directors of the Company appreciates the Contributions made by her during her tenure of Directorship.

Mr. Dheeraj Babulal Shah, Managing Director, who though not liable to retire by rotation is retiring by rotation to enable compliance by the Company with the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment.

As required under clause 49 of the listing agreement with the stock exchanges, the information on the particulars of directors proposed for appointment/re-appointment has been given in the notice of annual general meeting.

Deposits:

The 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 categorised as a Non deposit taking Non Banking Financial Company. The Company has not accepted any deposits during the year from the public within the meaning of Section 73 of The Companies Act, 2013.

Share Capital:

During the year, the Company has increased its Authorised Share Capital from '15.50 Crores to '21.50 Crores to enable itself for issuing Bonus Shares, for which Company has taken the approval of its members at its general meeting held on 2nd April, 2014.

Bonus Shares:

During the year under review your Company with an intention to reward its member has allotted Bonus shares to its members as on October 27, 2014 (Record Date) in the ratio of 3:2 aggregating to 12,26,55,000 equity shares of Rs.1/- each for which members of the company had accorded their consent at previous Annual General Meeting of the Company held on 30th September, 2014. Accordingly, the Paid-up Capital of the Company as on 31.03.2015 stands increased from '8.17 Crores to '20.44 Crores and accordingly the reserves appropriated.

Shifting of Registered Office of the Company:

During the year under consideration, the Company's registered office had been shifted twice within the local limit of same city with the view to avail better infrastructure and good ambiance. Previously the registered office had been shifted from 3-A, Akash CHS, Talawad Nagar, Ashok Nagar, Kandivali (East), Mumbai - 400101 to Unit No.802, Ghanshyam Enclave, New Link Road, Near Lalajipada Police Station, Kandivali (West), Mumbai - 400067 w.e.f December 12, 2014 and from Unit No.802, Ghanshyam Enclave, New Link Road, Near Lalajipada Police Station, Kandivali (West), Mumbai - 400067 to B/411, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai - 400053 w.e.f July 21, 2015.

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:

1. That in the preparation of the accounts for the financial year ended 31st March, 2015 the applicable accounting standards have been followed, along with proper explanation relating to all material departures.
2. That they have, in the selection of the accounting policies, consulted the statutory auditors and have applied them consistently and 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 at the end of financial year and of the profit of the Company for that period.
3. They have taken 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.
4. That the Directors have prepared the accounts for the financial year ended 31st March, 2015 on a going concern basis.

Declaration of Independence by Directors:

The Independent Non-executive Directors of the Company, viz. Mr. Avadhesh Pal, Mr. Sachin Talgaonkar and Ms. Deepti Lalwani have affirmed that they continue to meet all the requirements stipulated in Section 149(6) of the Act and Clause 49(II)(B)(1) of the Listing Agreement in respect of their position as an "Independent Director" of Esaar (India) Limited.

Policies on Directors' Appointment and Remuneration:

The policies of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Act is appended as Annexure I.

Evaluation of Board Of Directors:

Pursuant to the provisions of the Act and Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee of the Board carried out the annual evaluation of the performance of the Board as a whole, the Directors individually as well as of various Committees of the Board. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and non independent Directors was also carried out by the Independent Directors at their separate meeting. The Directors expressed their satisfaction with the evaluation process.

Statutory Auditors:

M/s. Pravin Chandak & Associates, Chartered Accountants having Registration No. 116627W, who are Statutory Auditors of the Company hold office up to the forthcoming Annual General Meeting and are recommended for re-appointment to audit the accounts of the Company for the Financial Year 2015-16. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. Pravin Chandak & Associates, that their appointment, if made, would be in conformity with the limits specified in the said Section.

Auditors Report:

Observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments under Section Section 134(1) of the Companies Act, 2013.

Details Explanation on remarks/observation/qualification made by Statutory Auditors:

M/s. Pravin Chandak and Associates, Practicing Chartered Accountant, in his Independent Auditor Report for financial year 2014-15 have drawn the attention of the management on some Prudential Norms of NBFC, which have been marked as qualification in his report. In connection with the same management here with give the explanation for the same as follows:

Your Company is Small NBFC, as compared to other giants in the market. Company had not accepted any deposits from public. The Company is doing business out of its own fund. The Company operates its business with at most care and diligence. As far as making of Loan and Advances are concerned, management grants demand loan only either to the parties known to the Company or by reference which are governed by the Board policies. Considering the close monitoring of Board no appraisal, renewal, Policies and Procedure, therefore in some cases loan agreements or some KYC were not maintained. However your Directors are of a view that the Company has maintained all basic and necessary documents, but according to the auditor the documents are not appropriate/enough. The Company is under process to make KYC documents in line with auditor's directions, for all future loan agreement and contracts to be entered.

The Loans and Advances granted by the Company is considered as good and recoverable and do not required any provisions and same has been closely supervised and monitored on regular basis and proper internal control is on place.

The management of the Company is quite confident that there is/was no NPA. The Company grants unsecured loan either to the parties to whom Company knows personally or to the parties, whose reference has been received from, some parties with whom Company has already done the business. Though the repayment of the loan and interest there on might have been delayed some time by the parties, but Company do receive the payment on later date.

Secretarial Audit:

M/s. P.D. Pandya & Associates, Company Secretary in Practice has been appointed, pursuant to the requirements of Section 204(1) of the Act, and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, to conduct the Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report as received from M/s. P.D. Pandya & Associates is appended to this Report as Annexure II.

Details Explanation on remarks/observation/qualification made by Secretarial Auditors:

M/s. P.D. Pandya and Associates, Company Secretary in Practice, in his Secretarial Audit Report for financial year 2014-15 have drawn the attention of the management on some the non-compliances, which have been marked as qualification in his report. In connection with the same management herewith give the explanation for the same as follow:

As pointed out by the Secretarial Auditor, the company has created charge in the year 1996 and the company has paid the dues to The Fedreal Bank Limited but due to slip of mind failed to file the forms related to

satisfaction of charge. The Management of the company ensures to file the respective forms required to satisfy the charge.

As far as the appointment of Internal Auditor and Internal Control is concerned, The Management of the Company is of a view that the Company's size is very small as compared to its peer group companies, the Company has already in place Risk Management Policy to cope up with unforeseeable threats, risks and frauds. The management thinks that Company has adequate Internal Control System commensurate with the size of the Company and the Statutory Auditor also conduct test audit on quarterly basis and submit the limited review certificate and draws the attention of the management on concerned matters. However the Management also ensures to strengthen the Internal Control System of the Company. However to make good of said default Company has appointed M/s. A M Gohel & Co., as Internal Auditor of the Company in current financial year for conducting periodic internal audit in compliance of Section 138 of Companies Act, 2013.

Particulars of Contracts or Arrangements with Related Parties:

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 are appended as Annexure III.

Extract of Annual Return:

Pursuant to the requirements under Section 92(3) and Section 134(3) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014, an extract of Annual Return in prescribed Form MGT-9 is given in the Report as Annexure IV.

Particulars of Employees and Related Information:

In terms of the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules are provided in the Annual Report. The disclosures as specified under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, have been appended to this Report as Annexure V.

Reports on Corporate Governance and Management Discussion & Analysis:

The reports on Corporate Governance and Management Discussion and Analysis for the year under review, as stipulated under Clause 49 of the Listing Agreement form part of the Annual Report. The certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is annexed to the Corporate Governance Report, have been appended to this Report as Annexure VI.

Corporate Governance Compliance:

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, a separate section titled "Corporate Governance Report" is attached to this Annual report. We have obtained a certificate from a Chartered Accountant on our compliances with clause 49 of the listing agreement with Stock Exchange.

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification:

The Chief Executive Officer and Chief Financial Officer Certification as required under Clause 49 of the Listing Agreements and Chief Executive Officer declaration about the Code of Conduct is Annexed to this Report.

Risk Management and Internal Controls:

The Company has the Risk Management and Internal Control framework in place commensurate with the size of the Company. However Company is trying to strengthen the same. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis Report that forms part of the Annual Report as Annexure VII.

Foreign Exchange:

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.

Listing of Shares:

Equity shares of your Company are listed on Bombay Stock Exchange only and the Company has paid the necessary Listing fees for the year 2015-2016.

Subsidiary, Joint Venture or Associate Companies:

During the year, no company has become or ceased to be a subsidiary, joint venture or associate of the Company.

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.

Particulars of Loans, Guarantees or Investments:

Details of investments covered under section 186 of the Companies Act, 2013 ("the Act") will be produced for verification to the members at the Registered Office of the company on their request.

Related Party Transactions:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

Vigil Mechanism/Whistle Blower Policy:

The Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has established a vigil mechanism to be known as the 'Whistle Blower Policy' for its Directors and employees, to report instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct.

The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

Accordingly, 'Whistle Blower Policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Ethics Counsellor or the Chairman of the Audit Committee of the Company.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company.

Policy for Prevention of Insider Trading & Redressal of Sexual Harassment of Women at Workplace:

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 pre-clearance 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 Directors and the designated employees have confirmed compliance with the Code.

The company has framed policy in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year 2014-15, no cases in the nature of sexual harassment were reported at any workplace of the company.

Green Initiative in Corporate Governance:

The ministry of corporate Affairs (vide circular nos.17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken 'Green initiative in corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support their green initiative by registering/updating their email addresses, in respect of shares held in dematerialised form with their respective depository participants and in respect of shares held in physical form with RTA of Company.

Acknowledgement:

The Directors express their sincere gratitude to the Reserve Bank of India, Securities and Exchange Board of India, BSE Limited, Ministry of Corporate Affairs, Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited, other government and regulatory authorities, lenders, financial institutions and the bankers of Esaar (India) Limited for their ongoing support.

The Directors also place on record their sincere appreciation for the continued support extended by the Company's stakeholders and trust reposed by them in the Company. The Directors sincerely appreciate the commitment displayed by the employees of the Company and its subsidiaries/associates across all levels, resulting in satisfactory performance during the year.

FOR & ON BEHALF OF THE BOARD

Place: Mumbai
Date: 12/08/2015

Sd/-
Dheeraj Shah
(Managing Director)

Sd/-
Avadhesh Pal
(Director)

ANNEXURE - I**Policies on Directors' Appointment and Remuneration:****General:**

- a) The remuneration / compensation / commission etc. to the Managing Director / Whole-time Director, Non-Executive/Independent Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managing Director Whole-time Director shall be in accordance with the percentage / slabs / conditions as per the provisions of the Companies Act, 2013, and the Rules made thereunder.
- c) Increments to the existing remuneration / compensation structure linked to performance, should be clear may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
- d) The Committee does not propose to fix the actual amounts of remuneration that may be payable to each individual key managerial personnel or senior management personnel. However, the management, whilst fixing the remuneration of any such key personnel must consider the following:
 - 1) The Industry practice for the same level of employment/office.
 - 2) Past performance/seniority of the concerned appointee.
 - 3) The nature of duties and responsibilities cast upon such person by reason of his holding that office.
 - 4) The remuneration should be such that it provides adequate incentive to the person to give his best to the Company and feel essence of high satisfaction with his employment.
 - 5) The perquisites to be given to Managing Director / Whole-time Director/s, KMP & Senior Management Personnel will be as per industry practice and as may be recommended by the Committee to the Board.

Remuneration to Whole-time Director, KMP and Senior Management Personnel:

The Managing Director / Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites, etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required, reflecting the short and long term performance objectives appropriate to the working of the Company and its goals.

Remuneration to Non- Executive / Independent Director:**a) Remuneration / Commission:**

The Committee noted that Company may pay remuneration to Non-Executive Directors by way of commission and if the Company's net profits computed for the purpose under the applicable provisions of the Companies Act, 2013 so permits in future, that practice should be restored.

Commission may be paid within the monetary limit fixed and approved by the Board subject to the overall limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committees thereof as may be recommended by the Committee and approved by the Board provided that the amount of such fees shall not exceed amount prescribed in this behalf by the Central Government from time to time. So far as the Sitting Fees are concerned, presently, for meetings of the various Committees, the same are at par for all the Committees. It should be suitably modified in due course keeping in mind the time and work involved for each of the Committees and the industry practice.

ANNEXURE - III**Secretarial Audit Report FOR Financial Year Ended on March 31, 2015**

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

To,
The Members,
M/s. Esaar (India) Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Esaar (India) Limited (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 my verification of the Company's books, papers, forms and returns filed and other records maintained by the Company except Physical register of Minutes due to Income Tax Search has happened on company and they have confiscated all Minutes books of the company hence because of that company is not been able to provide physical copy of minutes books of board meeting and Annual General Meetings and all other 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 March 31, 2015 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, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 2014 Not applicable to the Company during the Audit period);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit period).

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the Audit period).
- ii. The Listing Agreement entered into by the Company with BSE Limited.

On a search and verification of company details in various government sites and public records of government agencies I have found some disparities which are expressed as below:

1) Ministry of Corporate affairs website showing that charge is standing on company name which is dated back of 1996 of amount Seven lakh Sixty seven thousand and charge holder is The Federal Bank Limited on an enquiry about this to company officers about charge they have not give any satisfactory answer not register of charge have any entire of this charge

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

- 1) As per section 138 of the Companies Act 2013 every listed company must have to appoint Internal Auditor who is a professional but company has not appointed any professional as a Internal Auditor for the year under review.

I further report that:

- 1) 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.
- 2) 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.
- 3) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the other laws applicable to the Company.

I further report that:

- 1) The Directors have disclosed their interest and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities as and when required and their disclosures have been noted and recorded by the Board;
- 2) The Directors have complied with the disclosure requirements in respect of their eligibility of appointments, their being independent and compliance with the Code of Conduct for Directors and Senior Management Personnel;
- 3) The Company has obtained all necessary approvals under the various provisions of the Act.

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

Place: Mumbai
Date: 10th August, 2015

For P D Pandya & Associates
Practicing Company Secretary

Sd/-
(Paresh Pandya)
Partner
ACS No. 12123
C P No.: 4869

Secretarial Audit Report - Annexure I(a)

To,
The Members,
M/s. Esaar (India) Limited
B/411, Crystal Plaza, New Link Road,
Andheri (West), Mumbai- 400053

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our 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.

Place: Mumbai
Date: 10/08/2015

For P D Pandya & Associates
Practicing Company Secretary

Sd/-
Paresh Pandya
(Proprietor)
FCS No. 12123
C P No.: 4869

ANNEXURE - III**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 Act including certain arm's length transactions under third proviso thereto:

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

Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Sallent 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
None							

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

Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Sallent terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
M/s. Gromo Trade & Consultancy Limited (Group Company)	Short Term Loans & Advances	1 year	Rs.46,00,000 Working Capital requirement	01.04.2014	-

On Behalf of the Board of Directors

Sd/-
Dheeraj Shah
(Managing Director)

Date: 12/08/2015
Place: Mumbai

ANNEXURE - IV**Form No. MGT - 9 (EXTRACT OF ANNUAL RETURN)**

As on the financial year ended on March 31, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I REGISTRATION & OTHER DETAILS:

i	CIN	L67120MH1951PLC222871
ii	Registration Date	23.08.1951
iii	Name of the Company	ESAAR (INDIA) LTD
iv	Category/Sub-category of the Company	Public Limited Company Limited by Shares
v	Address of the Registered office & contact details	B/411, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai - 400053 Mr. Dheeraj Shah Tel: 60605677 Email id: esaarindiaLtd@gmail.com
vi	Whether Listed Company	Yes
vii	Name, Address & contact details of the Registrar & 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 Tel : 91-22-2301 6761 / 8261 Fax : 91-22-2301 2517 Email : busicomp@vsnl.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

Sl. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Financial and Share Trading	64990	100

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of Shares Held	Applicable Section
1	Gromo Trade & Consultancy Limited	L67120MH1973PLC016243	Group Company	-	-

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i) Category of Shareholders as on 31.03.2015

	No. of Shares held at the Beginning of the year				No. of Shares held at the End of the year				change during the year	% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/HUF	3158650	0	3158650	3.86	6346880	0	6346880	3.10	3188230	-0.76
b) Central Govt.or State Govt.	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0	0
d) Bank/Fl	0	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0	0
									0	
SUB TOTAL:(A) (1)	3158650	0	3158650	3.86	6346880	0	6346880	3.10	3188230	-0.76
(2) Foreign										
a) NRI- Individuals	0	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0	0
d) Banks/Fl	0	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0	0
									0	
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	3158650	0	3158650	3.86	6346880	0	6346880	3.10	3188230	-0.76
B. Public Shareholding										
(1) Institutions	0	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	1786000	1786000	2.18	0	4465000	4465000	2.18	2679000	0.00
b) Banks/Fl	0	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0	0
g) FII/IF	0	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0	0
									0	
SUB TOTAL (B)(1):	0	1786000	1786000	2.18	0	4465000	4465000	2.18	2679000	0.00
(2) Non Institutions										
a) Bodies Corporate										

i) Indian	35202742	1443299	36646041	44.82	101306097	3360747	104666844	51.20	68020803	6.38
ii) Overseas	0	0	0		0	0	0	0	0	0
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	4786752	1492999	6279751	7.68	8879930	2097650	10977580	5.37	4697829	-2.31
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 Lakhs	28833734	420000	29253734	35.78	65801582	2082500	67884082	33.21	38630348	-2.57
c) Others (specify)										
i) Clearing Member	209134	0	209134	0.26	760797	0	760797	0.37	551663	0.12
ii) Hindu Undivided Family (HUF)	4436690	0	4436690	5.43	9241410	0	9241410	4.52	4804720	-0.91
iii) NRI	0	0	0	0	82407	0	82407	0.04	0	0.04
									0	
SUB TOTAL (B)(2):	73469052	3356298	76825350	93.95	186072223	7540897	193613120	94.71	116787770	0.76
Total Public Shareholding (B)= (B)(1)+(B)(2)	73469052	3356298	76825350	93.95	186072223	7540897	193613120	94.71	116787770	0.76
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	76627702	5142298	81770000	100	192419193	12005897	204425000	100	122855000	100

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 31/03/2014			Shareholding at the end of the year 31/03/2015			% 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	
I.	Dheeraj Shah	3158650	3.86	0	6346880	3.10	0	-0.76

(iii) Change in Promoters' Shareholding as on the financial year ended on March 31, 2015

Sr. No.	Shareholder's Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15) No. of S Shares	% of total Shares of the Company
		No. of Shares at the beginning 01-04-14	% of total Shares of the Company					

1.	Dheeraj Shah	31,58,650	3.86	22.05.14	(1,53,155)	Sold	30,05,495	3.68
				28.05.14	(26,000)	Sold	29,79,495	3.64
				29.05.14	(1,61,331)	Sold	28,18,164	3.45
				30.05.14	(1,04,500)	Sold	27,13,664	3.32
				09.06.14	(1,75,000)	Sold	25,38,664	3.10
				27.10.14	38,08,216	Bonus	63,46,880	3.10

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS)

Sr. No.	Shareholders Name	Shareholding at the beginning of the year		Cumulative Shareholding during the Year		Type
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
1	Vishal Vijay Shah	4056739	4.96			
	04-11-14	-25000	-0.03	4031739	1.97	Sell
	16/05/2014	-55000	-0.07	3976739	1.95	Sell
	07-11-14	-73640	-0.09	3903099	1.91	Sell
	18/07/2014	9456	0.01	3912555	1.91	Buy
	25/07/2014	-10000	-0.01	3902555	1.91	Sell
	08-01-14	-31000	-0.04	3871555	1.89	Sell
	22/08/2014	-19000	-0.02	3852555	1.88	Sell
	29/08/2014	-200000	-0.24	3652555	1.79	Sell
	09-05-14	-105000	-0.13	3547555	1.74	Sell
	09-12-14	-275000	-0.34	3272555	1.60	Sell
	30/09/2014	-70000	-0.09	3202555	1.57	Sell
	11-07-14	4803832	5.87	8006387	3.92	Buy
	28/11/2014	-3000	0.00	8003387	3.92	Sell
	16/01/2015	-26250	-0.03	7977137	3.90	Sell
	23/01/2015	-9415	-0.12	7883022	3.86	Sell
	30/01/2015	-10000	-0.01	7873022	3.85	Sell
	02-06-15	-50000	-0.06	7823022	3.83	Sell

	13/02/2015	-35000	-0.04	7788022	3.81	Sell
	20/02/2015	-80000	-0.10	7708022	3.77	Sell
	31/03/2015			7708022	3.77	
2	Moonview Vintrade Private Limited	3576450	4.37			
	04-11-14	80000	0.10	3656450	1.79	Buy
	18/04/2014	135422	0.17	3791872	1.85	Buy
	05-09-14	25000	0.03	3816872	1.87	Buy
	23/05/2014	60000	0.07	3876872	1.90	Buy
	06-06-14	17000	0.02	3893872	1.90	Buy
	13/06/2014	-5124	-0.01	3888748	1.90	Sell
	07-04-14	40000	0.05	3928748	1.92	Buy
	11-07-14	5893122	7.21	9821870	4.80	Buy
	27/02/2015	150000	0.18	9971870	4.88	Buy
	31/03/2015			9971870	4.88	
3	Timelink Sales Private Limited	2890892	3.54			
	25/04/2014	149000	0.18	3039892	1.49	Buy
	05-02-14	125618	0.15	3165510	1.55	Buy
	30/05/2014	100300	0.12	3265810	1.60	Buy
	06-06-14	45000	0.06	3310810	1.62	Buy
	13/06/2014	96000	0.12	3406810	1.67	Buy
	20/06/2014	7458	0.01	3414268	1.67	Buy
	11-07-14	5121402	6.26	8535670	4.18	Buy
	31/03/2015			8535670	4.18	
4	Pushpaben Panachand Gala	2837702	3.47			
	11-07-14	4256553	5.21	7094255	3.47	Buy
	31/03/2015			7094255	3.47	
5	GRB Trustee LTD A/C GRB MUTUAL FUN	1786000	2.18			
	31/03/2015			4465000	2.18	

6	Kayaguru Capital Market Private Limited	1669083	2.04			
	05-09-14	-416700	-0.51	1252383	0.61	Sell
	16/05/2014	-1089972	-1.33	162411	0.08	Sell
	23/05/2014	-162411	-0.20	0	0.00	Sell
	31/03/2015			0	0.00	
7	Shree Nath Commercial & Finance Limited	1515457	1.85			
	29/08/2014	-297000	-0.36	1218457	0.60	Sell
	09-05-14	-302429	-0.37	916028	0.45	Sell
	09-12-14	-250000	-0.31	666028	0.33	Sell
	15/09/2014	-283664	-0.35	382364	0.19	Sell
	11-07-14	758422	0.93	1140786	0.56	Buy
	31/03/2015			1140786	0.56	
8	Tanaya Vincom Private Limited	1430134	1.75			
	04-11-14	20000	0.02	1450134	0.71	Buy
	18/04/2014	88332	0.11	1538466	0.75	Buy
	25/04/2014	25000	0.03	1563466	0.76	Buy
	05-09-14	100830	0.12	1664296	0.81	Buy
	30/05/2014	100000	0.12	1764296	0.86	Buy
	06-06-14	28000	0.03	1792296	0.88	Buy
	30/06/2014	15000	0.02	1807296	0.88	Buy
	07-11-14	60000	0.07	1867296	0.91	Buy
	11-07-14	2800944	3.43	4668240	2.28	Buy
	28/11/2014	-1785	0.00	4666455	2.28	Sell
	31/03/2015			4666455	2.28	
9	Vinay Sharma	1425000	1.74			
	30/06/2014	-51000	-0.06	1374000	0.67	Sell
	07-04-14	-54000	-0.07	1320000	0.65	Sell
	07-11-14	-54000	-0.07	1266000	0.62	Sell

	18/07/2014	-52000	-0.06	1214000	0.59	Sell
	25/07/2014	-52000	-0.06	1162000	0.57	Sell
	08-01-14	-54000	-0.07	1108000	0.54	Sell
	08-08-14	-102000	-0.12	1006000	0.49	Sell
	22/08/2014	-49750	-0.06	956250	0.47	Sell
	09-05-14	-65000	-0.08	891250	0.44	Sell
	09-12-14	-100000	-0.12	791250	0.39	Sell
	26/09/2014	-125000	-0.15	666250	0.33	Sell
	30/09/2014	-120000	-0.15	546250	0.27	Sell
	17/10/2014	-546250	-0.67	0	0.00	Sell
	31/03/2015			0	0.00	
10	Vipul Bhagwandas Shah	1290400	1.58			
	04-11-14	15000	0.02	1305400	0.64	Buy
	20/06/2014	25500	0.03	1330900	0.65	Buy
	07-04-14	50000	0.06	1380900	0.68	Buy
	07-11-14	60000	0.07	1440900	0.70	Buy
	18/07/2014	-22000	-0.03	1418900	0.69	Sell
	25/07/2014	35000	0.04	1453900	0.71	Buy
	08-01-14	48000	0.06	1501900	0.73	Buy
	26/09/2014	-6000	-0.01	1495900	0.73	Sell
	11-07-14	2243850	2.74	3739750	1.83	Buy
	31/12/2014	-10000	-0.01	3729750	1.82	Sell
	16/01/2015	-55000	-0.07	3674750	1.80	Sell
	31/03/2015			0	0.00	

(iv) Shareholding Pattern of Directors and Key Managerial Personnel

Sr. No.	Shareholder's Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	% of total Shares of the Company
		No. of Shares at the beginning 01-04-14	% of total Shares of the Company					
							No. of S Shares	

1.	Dheeraj Shah	31,58,650	3.86	22.05.14	(1,53,155)	Sold	30,05,495	3.68
				28.05.14	(26,000)	Sold	29,79,495	3.64
				29.05.14	(1,61,331)	Sold	28,18,164	3.45
				30.05.14	(1,04,500)	Sold	27,13,664	3.32
				09.06.14	(1,75,000)	Sold	25,38,664	3.10
				27.10.14	38,08,216	Bonus	63,46,880	3.10
2	Avedhesh Pal	0	0	-	0	-	0	0
3	Sachin Talgaonkar	0	0	-	0	-	0	0
4	Deepti Lalwani	0	0	-	0	-	0	0
5	Hiral Mehta*	0	0	-	0	-	0	0
6	Pankaj Trivedi*	0	0	-	0	-	0	0

Note: * Mr. Pankaj Trivedi, Company Secretary had resigned w.e.f 24/06/2015.
*Ms. Hiral Mehta, Director and CFO had resigned w.e.f 26/12/2014.

V. INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	Nil	19,57,83,000	Nil	19,57,83,000
ii) Interest due but not paid	Nil	91,529	Nil	91,529
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	19,58,74,529	Nil	19,58,74,529
Change in Indebtedness during the financial year				
Additions	Nil	21,73,03,529	Nil	21,73,03,529
Reduction	Nil	33,00,32,383	Nil	33,00,32,383
Net Change	Nil	(11,27,28,854)	Nil	(11,27,28,854)
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	7,91,80,000	Nil	7,91,80,000
ii) Interest due but not paid	Nil	39,65,675	Nil	39,65,675
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	8,31,45,675	Nil	8,31,45,675

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES					
Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment / Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)

A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

ANNEXURE - V**Details Pertaining To Remuneration As Required Under Section 197(12) Of The COMPANIES Act, 2013**

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/ KMP for financial Year 2014-15 (in Lacs)	% increase in Remuneration in the Financial year 2014-15	Ratio of remuneration of each Director to median remuneration of employees
1	Shri. Dheeraj Babulal Shah (Managing Director)	1.20	-	1.45
2	Shri. Avedhesh Pannalal Pal (Independent & Non-Executive)	-	-	-
3	Shri. Sachin Talgaonkar (Independent & Non-Executive)	-	-	-
4	Ms. Deepti Lalwani (Independent & Non-Executive)	-	-	-
5	Smt. Hiral Kalpesh Mehta* (Executive Director & CFO)	0.70	-	0.84
6	Mr. Pankaj Trivedi* (Company Secretary)	0.56	-	0.67

* These Directors/KMP were on the Board only for the part of the financial year 2014-15.

ANNEXURE - VI**CORPORATE GOVERNANCE REPORT****INTRODUCTION**

Corporate Governance represents the value framework, rules, practices by which a company conducts its business activities. Corporate Governance essentially involves balancing the interests of many stakeholders in a company which include its shareholders, management, customers, suppliers, financiers, government and the community.

Your Company has complied in all material respects with the requirements of the Corporate Governance Code as per Clause 49 of the Listing Agreement with the stock exchanges. A report on the implementation of the Corporate Governance Code of the Listing Agreement by the Company is given below:

COMPANYS' PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company continues to practice the principle of good Corporate Governance. It is Company's firm belief that good Corporate Governance is a key to success of business. The Company's philosophy envisages an attainment of highest level of the transparency and accountability in its operations so that Company's goal of creation and maximization of wealth of the shareholders could be achieved. Clause 49 of the Listing Agreement entered with Stock Exchanges incorporate certain mandatory disclosure requirements With regard to Corporate Governance Rules, in this regard we are pleased to report the following:-

COMPOSITION OF THE BOARD

The Board of the Company is well structured with adequate blend of Executive and Independent Directors. The present strength of the Board is of four Directors. Mr. Dheeraj Shah as Managing Director and Chairman. Thus the post of Chairman and Managing Director are held by same person.

Since Mr. Dheeraj Shah belongs to the promoter category, at least one half of the Board should comprise of Independent Directors as per Corporate Governance Rules. The Company has structured its Board to comply the said requirement.

Presently, three Directors among four Directors on Board are Independent Directors, namely, Ms. Deepti Lalwani, Mr. Sachin Waman Talgaonkar and Mr. Avedhesh Pannalal Pal. Accordingly, the Company has complied with the Corporate Governance Rules regarding composition of Board of Directors.

Ms. Hiral Mehta Director and CFO of the company was appointed as the Director and CFO of the Company w.e.f 04/08/2014, but due to her pre- occupation resigned from the post of directorship and CFO of the company w.e.f 26th December, 2014. The Board is thankful for her contribution towards the affairs of the company.

The Board has received confirmation from the Non-Executive and Independent Directors that they qualify to be considered as independent as per the definition of 'Independent Director' stipulated in Clause 49 (II)(B) (I) of the Listing Agreement and Section 149(6) of the Companies Act, 2013 (hereinafter called "the Act"). None of the Directors of the Company is related to each other.

None of the Directors hold directorships in more than 20 companies. Further, any individual director's directorships in public companies do not exceed 10. None of the Directors is serving as a member of more than ten committees or as the Chairman of more than five committees across all the public companies of which he is a Director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2015 have been made by the Directors.

The composition of the Board of Directors and their attendance at the meetings during the period and at the last Annual General Meeting as also number of other directorships, membership of committees are as follows:

Name of Director	Status	No. of Board meetings Attended	Attendance at last AGM	No. of other Directorships	Committee Membership	
					Chairman	Member
Mr. Dheeraj Shah	M.D	10	Yes	2	-	-
Mr. Sachin Waman Talgaonkar	I.N.E.D	4	No	1	2	2

Mr. Avedhesh Pannalal Pal	I.N.E.D	10	No	1	-	2
Ms. Deepti Lalwani	I.N.E.D	4	No	1	-	2
Mrs. Hiral Kalpesh Mehta*	E.D & CFO	4	-	-	-	-

M.D. Managing Director
E.D. Non Executive Director
CFO Chief Financial Officer
I.N.E.D Independent Non Executive Director
* Resigned w.e.f. 26/12/2014

Notes:

During the period ended 31st March 2014, 10 (ten) Board Meetings were held on the following dates:

01/01/2014, 29/05/2014, 04/08/2014, 14/08/2014, 03/09/2014, 27/10/2014, 14/11/2014, 12/12/2014, 17/01/2015, 13/02/2015 as against the minimum requirement of 4 meetings, the maximum time gap between any two meetings was not more than four calendar months.

The Company plans and prepares the schedule of the Board meetings in advance to assist the Directors in planning their calendar. The schedule of meetings and the agenda thereof are finalized in consultation with the Managing Director. The agenda are pre-circulated with supporting documents and executive summaries, if any, required.

The Board meets at regular intervals. Generally, seven meetings are held every year with at least one meeting in every quarter, inter alia, to consider, review and approve the quarterly results. Additional meetings of the Board are held when deemed necessary. In case of business exigencies or urgencies, the resolutions are passed by way of circulation to the extent permissible under the Act.

MEETING OF INDEPENDENT DIRECTORS'

The Company's Independent Directors met on 30th March, 2015 without the presence of the Chairman & Managing Director and the Senior Management team. The meeting was attended by all the Independent Directors and was conducted to enable the Independent Directors to discuss matters prescribed under Schedule IV to the Act and Clause 49 of the Listing Agreement.

- Evaluation of performance of Non-independent Directors. Audit Committee members and the Board of Directors as a whole;
- Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;

Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties

CODE OF CONDUCT

The Company has adopted a Code of Conduct ("Code") which applies to all the Board members and Senior Management Personnel of the Company. It is the responsibility of all Board members and Senior Management Personnel to familiarize them with Code and comply with its provisions. The Code has been circulated to all the members of the Board and Senior Management Personnel and they have confirmed compliance with the Code.

The Code of Conduct for the Board Members and Senior Management of the Company has been formulated which is posted on the Company's website www.esaarindia.com Requisite annual affirmations of compliance with the code have been made by the Directors and Senior Management of the Company.

COMMITTEES OF THE BOARD

The Board Committees focus on specific areas mentioned in their terms of reference and make informed decisions within the authority delegated to them. Each Committee of the Board is guided by its terms of reference. The Committees also make specific recommendations to the Board on various matters required. All observations, recommendations and decisions of the Committees are placed before the Board for its information or approval. All the minutes of committee meetings are placed before the Board for its noting.

The Company has following Committees of the Board. Specific terms of reference have been laid out for each of them.

AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the stock exchanges read with Section 177 of the Companies Act, 2013.

Terms of reference

- a. Review and monitor the Statutory Auditors' independence and performance and their remuneration;
- b. Effectiveness of audit process;
- c. Oversight of the Company's financial reporting process and the disclosure of its financial information;
- d. Reviewing with the management, the quarterly and annual financial statements before submission to the Board for approval, examination of the financial statements and the auditors' report;
- e. Select and establish accounting policies;
- f. Review Reports of the Statutory and the Internal Auditors;
- g. Approval (wherever necessary) of transactions of the Company with its related parties including subsequent modifications thereof;
- h. Scrutiny of inter corporate loans and investments;
- i. Valuation of undertakings or assets of the Company;
- j. Reviewing the risk assessment and minimization procedures, evaluation of internal financial controls and risk management systems;
- k. Monitoring end use of the funds, etc;
- l. Functioning of the Whistle Blower Policy/Vigil Mechanism;
- m. Review of Financial Statements and investments of subsidiary companies;
- n. Management Discussion & Analysis of financial condition and results of operations;
- o. Review of material individual transactions with related parties not in normal course of business or which are not on an arm's length basis, if any.

Meetings and Attendance

The Audit Committee met six times during the financial year 2014-15 on 01/01/2014, 27/05/2014, 01/08/2014, 13/08/2014, 12/11/2014 and 12/02/2015. The required quorum was present for all the Audit Committee meetings. The Audit Committee comprises Mr. Sachin Talgaonkar as a Chairman and Mr. Avedhesh Pal and Ms. Deepti Lalwani as Members of the Committee.

The details of attendance of the members at the said meetings are as below:

Name & Designation of the Director in the Committee	Category	Designation	No. of meetings attended
Mr. Sachin Talgaonkar	Non Executive Independent Director	Chairman & Member	5
Mr. Avedhesh Pal	Non Executive Independent Director	Member	5
Ms. Deepti Lalwani	Non Executive Independent Director	Member	0

STAKEHOLDER RELATIONSHIP COMMITTEE

In accordance with the provisions of Section 178 of Companies Act, 2013 and Clause 49 of Listing Agreement, the erstwhile Investor Grievance Committee has been reconstituted as Stakeholders Relationship Committee (SRC) by the Board of Directors at its meeting held on 29th May, 2014.

Terms of reference

The salient functions of the SRC include, overseeing the allotment/approvals & rejection of transfer/transmission of shares; issue of duplicate share certificates; review and redressal of the investors' complaints; and compliance with listing requirements for securities of the Company, including dematerialization and/or Rematerialization of securities.

Composition

The composition of the SRC comprises of Mr. Sachin Talgaonkar as a Chairman and Mr. Avedhesh Pal and Ms. Deepti Lalwani as Members of the Committee.

Meetings and Attendance

The Stakeholder Relationship Committee has met 4 times during the financial year 2014-2015.

Details of Shareholders' Complaints

As per the report from the Registrar & Share Transfer Agents, Zero Complaints were received from the shareholders/ Investor during the year ended 31st March 2015.

Compliance Officer

Name, designation and address of Compliance Officer under Clause 47 of the Listing agreement with the stock exchanges, Mr. Dheeraj Shah -Managing Director

NOMINATION & REMUNERATION COMMITTEE

In accordance with the provisions of Section 178 of Companies Act, 2013 and Clause 49 of Listing Agreement, the erstwhile Investor Remuneration Committee of the Board was reconstituted as Nomination and Remuneration Committee (NRC) by the Board of Directors at its meeting held on 29th May, 2014.

Composition

The composition of the NRC comprises of Mr. Sachin Talgaonkar as a Chairman and Mr. Avedhesh Pal and Ms. Deepti Lalwani as Members of the Committee.

Scope and Function

The broad terms of reference of the Nomination and Remuneration Committee are:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director;
- Identify and recommend to the Board of Directors, the appointment of persons considered capable and fit for the role of a director based on the criteria so formulated;
- Evaluation of Directors' performance;
- Recommend to the Board of Directors a policy relating to the remuneration for the directors, key managerial personnel and other senior employees of the Company; and
- Recommending the appointment of Key Managerial Personnel (KMPs) and approving their remuneration.

Meetings and Attendance

The Nomination and Remuneration Committee met once during the financial year 2014-15 on 25th July, 2014. The details of attendance of the members at the said meetings are as below:

Name & Designation of the Director in the Committee	Category	Designation	No. of meetings attended
Mr. Sachin Talgaonkar	Non Executive Independent Director	Chairman & Member	1
Mr. Avedhesh Pal	Non Executive Independent Director	Member	1
Ms. Deepti Lalwani	Non Executive Independent Director	Member	0

Remuneration paid to Directors & their Shareholding during the period ended 31st March, 2015

Name of the Director(s)	Salary	Commission	Sitting Fees	Contribution To Various Funds	Total	No. of Shares held
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	
Mr. Dheeraj Babulal Shah	1,20,000	-	-	-	1,20,000	63,46,880
Mr. Avedhesh Pal	0	-	-	-	-	0
Ms. Deepti Lalwani	0	-	-	-	-	0

@Ms. Hiral Mehta	70,425	-	-	-	70,425	0
Total	1,90,425	-	-	-	1,90,425	63,46,880

@Resigned w.e.f 26/12/2014

SUBSIDIARY & ASSOCIATE COMPANIES

As on date Company does not have any Subsidiaries and Associate Companies.

GENERAL BODY MEETINGS

(A) THE LAST THREE ANNUAL GENERAL MEETINGS WERE HELD AS UNDER:-

Date of AGM / EGM	Venue	Time
62nd AGM 30/09/2014	7A, 8A, Kailash Parbat, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (West), Mumbai- 400053	12:00 P.M.
61st AGM 27/09/2013	Axis Bank, First Floor, Springfield, Lokhandwala, Andheri (West), Mumbai - 400053	10:30 A.M.
60th AGM 28/09/2012	Axis Bank, First Floor, Springfield, Lokhandwala, Andheri (West), Mumbai - 400053	11:30 A.M.

DISCLOSURES

A. DISCLOSURE ON MATERIAL RELATED PARTY TRANSACTIONS

During the year/period ended 31st March 2015, there has been no materially significant transaction entered by the Company with any party, which is considered to have potential conflict with the interest of the Company at large. The details of all related party transactions are placed and approved by the audit committee and the Board of Directors on periodical basis. The said policies are available on the Company's website at www.esaarindia.com

B. CODE OF CONDUCT FOR 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 employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of the Company's shares by the Directors and employees while in possession of unpublished price sensitive information in relation to the Company or its securities. The Company has appointed the Compliance Officer to ensure compliance of the said Code by all the Directors, Senior Management Personnel and employees likely to have access to unpublished price sensitive information.

C. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Vigil Mechanism/Whistle Blower Policy has been adopted to provide appropriate avenues to the employees to bring to the attention of the management, the concerns about any unethical behavior, by using the mechanism provided in the Policy. In cases related to financial irregularities, including fraud or suspected fraud, the employees may directly approach the Chairman of the Audit Committee of the Company. We affirm that no director or employee has been denied access to the Audit Committee during financial year 2014-15. The Policy provides that no adverse action shall be taken or recommended against an employee in retaliation to his/her disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. This Policy protects such employees from unfair or prejudicial treatment by anyone in the Group.

D. DISCLOSURES OF ACCOUNTING TREATMENT

While preparation of the Financial Statements, the Accounting Standards, issued by The Institute of Chartered Accountants of India (ICAI), have generally been followed.

MEANS OF COMMUNICATION

Effective communication of information is an essential component of Corporate Governance. It is the process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management – shareholder relations. The Company regularly interacts with its members through multiple channels of communication such as results announcement, annual reports, media releases, and Company's website and through green initiatives.

- **Intimation to Stock Exchange** - Your Company believes that all the stakeholders should have access to adequate information about the Company. All information, which could have a material bearing on the share prices, is released at the earliest to the BSE in accordance with the requirements of listing agreement.
- **Newspapers** - The financial results and other communications of the Company were normally published in 'Financial Express' and 'Aapla Mahanagar'.
- **Website** - The Financial Results were also displayed on the Company's website www.esaarindia.com. The Company also keeps on updating its website with other relevant information, as and when required. The company did not make any official news releases nor made any presentations to the institutional investors or analysts, during the period under review.
- **Annual Report** - Annual Report containing, inter alia, the Standalone Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members of the Company prior to the AGM. The Report on Management Discussion and Analysis forms part of the Annual Report. The Annual Report of the Company is also available on the website of the Company in a user friendly and downloadable format.

GENERAL SHAREHOLDER INFORMATION

This section, inter alia, provides information to the shareholders pertaining to the Company, its shareholding pattern, share price movements, and other information, in terms of Clause 49 of the Listing Agreement.

A. 62nd Annual General Meeting:

Day & Date	Time	Venue
Wednesday, 30th September, 2015	10:30 A.M.	B/411, Crystal Plaza, New Link Road, Andheri West, Mumbai – 400 53.

B. Financial Calendar (2015-16)

Particulars	Period
Financial Year	April 1 to March 31
For consideration of Unaudited/Audited Financial Results	
Results for quarter ending June 30, 2015	On or before August 15, 2015
Results for quarter ending September 30, 2015	On or before November 15, 2015
Results for quarter ending December 31, 2015	On or before February 15, 2016
Results for quarter ending March 31, 2016	On or before May 30, 2016
Annual General Meeting for the year ending March 31, 2016	On or before September 30, 2016

C. Book Closure Date

The Company's Share Transfer Books and Register of Members of equity shares shall remain closed from the 21/09/2015 TO 22/09/2015, (both days inclusive).

D. Share Transfer System

Transfer of shares in physical form is processed by the Company's Registrars & Transfer Agents (RTA) generally within fifteen days from the date of receipt, provided the documents are complete in all respects. All requests for transfer/transmission in physical form after they are processed by the RTA are submitted to the Company for the necessary approval. The Chairman & Managing Director is authorized by the Board to consider and approve the share transfer/transmission requests received in physical form from time to time.

Investors may kindly take note that SEBI has mandated that in case of securities market transactions and off-market/private transactions involving transfer of shares of a listed company in physical mode, it shall be compulsory for the transferee(s) to furnish a copy of the PAN card to the Company/RTA, together with the transfer documents for registering transfer of such shares.

Total 204425000 equity shares representing 100% of the Company's total equity shares are dematerialized and are held by Shareholders in electronic mode. These shares can be transferred through the depository participants in electronic mode. The remaining 12005897 equity shares representing 5.87% are held by the shareholders in physical form. Percentage of Shares held in physical and dematerialized form as on 31st March, 2015.

Mode	No. of shares	% Shares
With CDSL	67003627	32.78
With NSDL	125415476	61.35
Physical Form	12005897	5.87
Total	204425000	100.00

MARKET PRICE SENSITIVE INFORMATION

The monthly 'high' and 'low' closing prices of the shares traded during the period from April 2014 to March 2015 on BSE are given below:

Month	High	Low	Close	No. of shares traded
April 2014	63.4	43	46.95	3212754
May 2014	50	40.65	47.25	4264235
June 2014	53	42.4	42.55	1908094
July 2014	50.05	41	48.3	1513329
August 2014	67.95	39	41.25	4962360
September 2014	42.25	18.75	18.75	12338141
October 2014	18.75	4.95	5.05	4964086
November 2014	5.2	4.31	4.46	1778134
December 2014	4.5	3.14	3.3	1124025
January 2015	3.83	2.45	2.47	2944355
February 2015	2.68	2.08	2.21	2752533
March 2015	2.34	1.7	1.88	3485595

Note: The Company allotted bonus shares in the ratio of 3:2 to the shareholders of the company whose name appeared in the register of members as on 22nd October, 2014 (record date) and consequently the price of the shares were proportionately condensed.

SHAREHOLDING PATTERN OF THE COMPANY AS ON 31ST MARCH, 2015

Category	No. of shares held	% of shareholding
A Promoter's Holding		
1 Promoters		
- Indian Promoters	6346880	3.10
- Foreign Promoters	0	0
2 Persons acting in concert	0	0
Sub - Total	6346880	3.10
B Non-Promoter's Holding		
3 Institutional Investors		
a) Mutual Funds and UTI	4465000	2.18
b) Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non Government Institutions)	0	0
C FII's		
Sub - Total	4465000	2.18
4 Others		

a)	Private Corporate Bodies	104666844	51.20
b)	Indian Public	77861662	38.58
c)	NRI's/OCB's - NRI	82407	0.04
d)	Any Other (Please specify) - HUF	9241410	4.52
e)	Clearing Members	760797	0.37
	Sub-Total	193613120	94.71
	Grand Total	204425000	100.00

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2015

No. of Shares Held	No. of shareholders	% of total shareholders	In. Rs.	% of total shares
Up to 5000	3913	86.06	4265450	2.09
5,001 - 10,000	168	3.69	1228197	0.60
10,001 - 20,000	94	2.07	1332971	0.65
20,001 - 30,000	43	0.95	1064479	0.52
30,001 - 40,000	25	0.55	906696	0.44
40,001- 50,000	22	0.48	1051476	0.51
50,001-1,00,000	46	1.01	3479418	1.70
1,00,001 and above	236	5.19	191096313	93.48
Total	4547	100.00	204425000	100.00

QUARTERLY AUDIT OF SHARE CAPITAL

As required by the Securities and Exchange Board of India (SEBI), quarterly audit of the Company's share capital is being carried out by a Practicing Company Secretary with a view to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the total issued and listed capital of the Company. The certificate received from the Practicing Company Secretary is submitted to BSE and is also placed before the Stakeholder Relationship Committee on a quarterly basis.

INVESTOR CORREONDANCE

For Transfer/Dematerialization of Shares, payment of dividend on shares, interest and redemption of debentures and any other query relating to the shares and debenture of the Company

Purva Sharegistry (India) Pvt. Ltd. (Purva)
Unit No. 9, Shiv Shakti Indl. Esate.
J .R. Boricha Marg, Opp. Kasturba Hospital Lane,
Lower Parel (East), Mumbai 400 011.

For Any other query
M/s. Esaar (India) Limited
CIN: L67120MH1951PLC222871
Regd Off: B/411, Crystal Plaza, Opp. To Infinity mall,
New Link Road, Andheri (West), Mumbai-400053
Tel: 60605677
Website: www.esaarindia.com
Email Id: esaarindialtd@gmail.com

Annexure - VII**MANAGEMENT DISCUSSION & ANALYSIS REPORT****INTRODUCTION**

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2015. 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

ECONOMIC OVERVIEW

Financial Services are fundamental to economic growth and development. Banking savings and investments insurance and debt and equity financing help private citizens save money, guard against uncertainty and build credit, while enabling businesses to start up, expand, increase efficiency and compete in local and international market. For the poor, the services reduce vulnerability and enable people to manage the assets available to them in ways that generate income and options.

India has a diversified financial sector, which is undergoing rapid expansion. The sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities. The financial sector in India is predominantly a banking sector with commercial banks accounting for more than 60 per cent of the total assets held by the financial system.

India's services sector has always served the country's economy well, accounting for about 57 per cent of the gross domestic product (GDP). In this regard, the financial services sector has been an important contributor.

The size of banking assets in India reached US\$ 1.8 trillion in FY14 and is expected to touch US\$ 28.5 trillion by F.Y. 2025. India has moved a step closer to having a Singapore- or Dubai-like financial hub, with the Securities and Exchange Board of India (SEBI) approving a framework for international financial centers (IFCs)

India's economic growth rate in the FY 2014-15 was 7.3%, an improvement to the previous year (6.9% in FY 2013-14), mainly on the back of recent policy initiatives, pick up in investments and lower oil prices. Going forward, growth rate is estimated at 7.5% by IMF, which would mean that India will outpace China in successive years to become the fastest growing emerging economy. This is achieved mainly because of restoring macroeconomic stability achieved on account of fiscal consolidation; control over inflation and support from fall in the global commodity prices.

India is today one of the most vibrant global economies, on the back of robust banking and insurance sectors. The country is projected to become the fifth largest banking sector globally by 2020, as per a joint report by KPMG-CII. The report also expects bank credit to grow at a compound annual growth rate (CAGR) of 17 per cent in the medium term leading to better credit penetration. Life Insurance Council, the industry body of life insurers in the country also projects a CAGR of 12-15 per cent over the next few years for the financial services segment.

Also, the relaxation of foreign investment rules has received a positive response from the insurance sector, with many companies announcing plans to increase their stakes in joint ventures with Indian companies. Over the coming quarters there could be a series of joint venture deals between global insurance giants and local players.

SUBSIDIARY COMPANY

The Company does not have any subsidiary or Holding Company during the year under consideration.

OPPOURTUNITIES & THREATS

There are several large and profitable opportunities for NBFCs and the sector plays an important role in the Indian financial system. The key is for the NBFC sector to grow in a prudential manner while focusing on financial innovation and in having in place, the adequate risk management systems and procedures before

entering into risky areas. The regulator constantly endeavors to balance the multiple objectives of financial stability, consumer and depositor protection and regulatory arbitrage concerns.

The Company is amongst the few NBFCs that offers a full range of Retail and Corporate products and services. A balance in the mix as a preferred partner for all financial needs of the customer. We believe our digital assets across social, mobile and web, providing reach, operating efficiency and improved customer experience will be an opportunity for us to capitalize on in the coming years.

It will be critical to retain talent at the right cost for effectively building a high performance organization with an engaged and young workforce.

Adequate funding at the right cost and tenure will be critical to achieve business growth.

RISKS & CONCERNS

The present risks and anticipated future risks are reviewed by the management of your company at regular intervals. Based on its past experiences, the management tries to remain vigilant about all prospective risks and takes suitable preventive measures to adequately safeguard its resources like men, machine & money, so that the business continues as usual even during difficult situations. Also we can say, risk is an inherent part of any business. There are various types of risks that threaten the existence of a company like Credit Risk, Market Risk, Operational Risk, Liquidity Risk, Interest Rate Risk, Strategic Risk, Regulation Risk etc. Your Company aims at enhancing and maximizing shareholders value by achieving appropriate trade-off between risk & returns.

INTERNAL CONTROL SYSTEM & ADEQUACY

The company has adequate internal control system commensurate with its size and business. Company Complies with all Applicable statutes, policies, procedures, listing requirements and management guidelines. It Adheres to applicable accounting standards and polices.

HUMAN RESOURCES

The Company has excellent combination of experienced and talented employees. The Company also undertakes on regular basis various training programmes to keep its employees updated on new technical developments and information which directly results in optimum capacity utilization and cost effectiveness. The Company's relation with its employees continues to be cordial. The Company always reciprocates commitment to its employees in order to motivate them to perform the best.

FULFILLMENT OF RBI NORMS AND STANDARDS

The Company continues to fulfill all applicable norms and standards lay down by the Reserve Bank of India pertaining to prudential norms, income recognition, accounting standards, asset classification as applicable to NBFC's (ND).

CAUTIONARY STATEMENT

Statements in foregoing paragraphs of this report describing the current industry structure, outlook, opportunities, etc., may be construed as "forward looking statements", based on certain assumptions of future events over which the Company exercises no control. Therefore, there can be no guarantee as to their accuracy. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those that may be implied by these forward looking statements.

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

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

We have examined the compliance of conditions of Corporate Governance by M/s. Esaar (India) Limited for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the 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, we certify that the Company has complied with the conditions of Corporate Governance, as stipulated in the above mentioned Listing Agreement.

We state that such compliance 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.

**For Pravin Chandak and Associates
(Chartered Accountants)
Firm Registration No: 116627W**

**Sd/-
Pravin Chandak
(Partner)
Membership Number: 049391**

**Place: Mumbai
Date: 27th May, 2015**

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR
MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT FOR THE BOARD OF
DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**

In accordance with the Clause 49 of the Listing Agreement with the Stock Exchange, and according to information provided/available, this is to confirm that all members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2015.

For Esaar (India) Limited

**Sd/-
Dheeraj Shah
(Managing Director)
DIN: 02072433**

**Date: 12/08/2015
Place: Mumbai**

CEO / CFO CERTIFICATION

I, Dheeraj Shah, Managing Director of M/s. Esaar (India) Limited ("company") hereby certify that:

- A.** We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the financial year ended March 31, 2015 and that to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B.** There are, to the best of our knowledge and belief, no transactions entered into by the company during the period, which are fraudulent, illegal or violative of the company's code of conduct.
- C.** We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors 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.
- D.** We have indicated to the auditors and the Audit Committee
- i. Significant changes, if any, in internal control over financial reporting during the year;
 - ii. Significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - iii. 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.

Sd/-
Dheeraj Shah
(Managing Director)

Place: Mumbai
Date: 12/08/2015

AUDITOR'S REPORT

To the Members of
Esaar (India) Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Esaar (India) Limited** ("the Company"), which comprise the balance sheet as at 31 March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

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

Basis for Qualified Opinion

The Company is registered as Non Banking Financial Companies (NBFC), having Certificate of Registration under Section 45 IA of RBI Act, 1934. The company has not complied few NBFC prudential norms as prescribed by Reserve Bank of India from time to time as mentioned in Note no 27.

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 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 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; 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 no. 21 to the financial statements;
 - ii. the Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. The company is not liable to transfer any amounts to the Investor Education and Protection Fund. Therefore, there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Pravin Chandak & Associates
Chartered Accountants
Firm's registration number: 116627W

Sd/-
Pravin Chandak
Partner
Membership number: 049391

Mumbai
27th May 2015

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2015, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The company has a regular programme of physical verification of fixed assets. The fixed assets were verified in a phased manner during the year; in certain assets it was noticed that their useful life had expired. These assets have been suitably written off in the books of accounts. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) As informed to us, the equity shares held as inventories in dematerialized form have been verified by the management with supportive evidence during the year. And for other unquoted equity shares held as inventories the procedures performed by the management for physical verification were found to be satisfactory
- (iii) (a) The Company has not granted loans to any party covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, paragraph 3(iii) (a) of the Order is not applicable to the Company.
- (b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Not applicable as the Company has not granted loans to any parties covered in the register maintained under section 189 of the Companies Act, 2013
- (c) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act. Not applicable as the Company has not granted loans to any parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of services. We have not observed any major weakness in the internal control system during the course of the audit.
- (v) During the year, Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.

However, according to the information and explanation given to us, the following dues of Income Tax have not been deposited by the Company. (Also refer note no. 20 to the financial statements)

Name of the statute	Nature of dues	Amount (in Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act	Income Tax	13,660	Assessment Year 2008-09	Assessing Officer
Income Tax Act	Income Tax	2,53,815	Assessment Year 2009-10	Assessing Officer

- (c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time. The Company is not required to transfer any amount to the investor education and protection fund, accordingly paragraph (vii) (c) of the Order is not applicable to the Company.
- (viii) Accumulated losses of the company as at 31st March, 2015 do not exceed fifty percent of its net worth at the end of the financial year. The company has incurred cash loss of Rs. 4,04,55,805/- during the financial year covered by our audit and a cash loss of Rs. 63,82,946/- during the immediately preceding financial year.
- (ix) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- (x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company did not have any term loans outstanding during the year.
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For Pravin Chandak & Associates
Chartered Accountants
Firm's registration number: 116627W

Sd/-
Pravin Chandak
Partner
Membership number: 049391

Mumbai
27th May 2015

Non Banking Financial Companies Auditors' Report
(Reserve Bank Directions, 2008)

The Board of Directors

M/s Esaar (India) Limited

Unit NO. 802, Ghanshyam Enclave,
New Link Road, Near Lalji Pada Police Station,
Kandivli (west),
Mumbai - 400 067

As required by the Non Banking Financial Companies Auditors Report (Reserve Bank) Directions, 2008 issued by Reserve Bank of India, on the matters specifies in Para 3 and 4 of the said directions to the extent applicable to the company and according to the information and explanations given to us for the purpose of audit for the year ended 31st March 2015 we report that:

- 1) We hereby state that M/s Esaar (India) Limited is engaged in the business of Non Banking Financial Institution and it has obtained a Certificate of Registration from the Reserve Bank of India.
- 2) The company is entitled to hold such Certificate of Registration in terms of its assets/income pattern as on 31st March, 2015.
- 3) The Board of Directors has passed a resolution for non acceptance of any public deposits in its meeting held on 1st April, 2014.
- 4) The company has not accepted any public deposits during the year ended 31st March, 2015.
- 5) The company has not complied with the prudential norms as applicable to it in terms of Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, the same is disclosed in Notes to Accounts in point no. 27.

For Pravin Chandak & Associates
Chartered Accountants
Firm's registration number: 116627W

Sd/-
Pravin Chandak
Partner
Membership number: 049391

Mumbai
27th May 2015

Schedule to the Balance Sheet of a Non-Deposit Taking Non-Banking Financial Company

Sr. No	Particulars	Amount in Rs.
	Liabilities side:	
1	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:	
	(a) Debentures : Secured : Unsecured (other than falling within the meaning of public deposits*)	NIL
	(b) Deferred Credits	NIL
	(c) Term Loans	NIL
	(d) Inter corporate loans and borrowing	Rs. 6,59,05,675/-
	(e) Commercial Paper	NIL
	(f) Other Loans (Demand Loan)	Rs. 1,72,40,000/-
	Total	Rs. 8,31,45,675/-
	Assets side:	
2	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:	
	(a) Secured	NIL
	(b) Unsecured	Rs. 22,49,16,494/-
3	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities	
	(i) Lease assets including lease rentals under sundry debtors:	NIL
	(a) Finance lease	NIL
	(b) Operating lease	NIL
	(ii) Stock on hire including hire charges under sundry debtors:	NIL
	(a) Assets on hire	NIL
	(b) Repossessed Assets	NIL
	(iii) Other loans counting towards AFC activities	NIL
	(a) Loans where assets have been repossessed	NIL
	(b) Loans other than (a) above	NIL
4	Break-up of Investments	
	Current Investments:	
	1) Quoted:	NIL
	(i) Shares: (a) Equity (b) Preference	NIL
	(ii) Debentures and Bonds	NIL
	(iii) Units of Mutual Funds	NIL
	(iv) Government Securities	NIL
	(v) Others (please specify)	NIL
	2) Unquoted:	
	(i) Shares: (a) Equity (b) Preference	NIL
	(ii) Debentures and Bonds	NIL
	(iii) Units of Mutual Funds	NIL
	(iv) Government Securities	NIL
	(v) Others (please specify)	NIL
	Long Term Investments:	
	1) Quoted:	NIL
	(i) Shares: (a) Equity (b) Preference	NIL
	(ii) Debentures and Bonds	NIL
	(iii) Units of Mutual Funds	NIL
	(iv) Government Securities	NIL
	(v) Others (please specify)	NIL
	2) Unquoted:	
	(i) Shares: (a) Equity	NIL

	(b) Preference	
	(ii) Debentures and Bonds	NIL
	(iii) Units of Mutual Funds	NIL
	(iv) Government Securities	NIL
	(v) Others (please specify)	NIL
5	Borrower group-wise classification of assets financed as in (2) and (3) above:	
	1) Related Parties	
	(a) Subsidiaries	NIL
	(b) Companies in the same group	NIL
	(c) other related parties	NIL
	2) Other than related parties	
	Total	Rs. 22,49,16,494/-
6	Investor group-wise classification of all investments (current an long term) in shares and securities (both quoted and unquoted):	Rs. 22,49,16,494/-
	1) Related Parties	
	(a) Subsidiaries	NIL
	(b) Companies in the same group	NIL
	(c) other related parties	NIL
	2) Other than related parties	
	Total	NIL
7	(i) Gross Non-Performing Assets	
	(a) Related Parties	NIL
	(b) Other than related parties	NIL
	(ii) Net Non-Performing Assets	
	(a) Related Parties	NIL
	(b) Other than related parties	NIL
	(iii) Assets acquired in satisfaction of debt	NIL

ESAAR (INDIA) LIMITED**BALANCE SHEET AS AT 31ST MARCH, 2015**

(Amount in Indian Rupees)

	NOTES	31ST MARCH, 2015	31ST MARCH, 2014
<u>EQUITY & LIABILITIES</u>			
<u>SHAREHOLDERS' FUNDS</u>			
Share Capital	2	204,425,000	81,770,000
Reserves and Surplus	3	(26,728,526)	136,422,474
<u>NON CURRENT LIABILITIES</u>			
Long Term Liabilities	4	83,145,675	196,575,512
<u>CURRENT LIABILITIES</u>			
Trade Payables	5	-	89,672
Other Current Liabilities	6	151,180	75,000
Short Term Provisions	7	5,000	89,154
	TOTAL	260,998,329	415,021,812
<u>ASSETS</u>			
<u>NON CURRENT ASSETS</u>			
Fixed Assets			
Tangible Assets	8	49,738	53,853
Deferred Tax Assets		72,726	108,806
<u>CURRENT ASSETS</u>			
Inventories	9	15,797,819	129,026,869
Trade Receivables	10	-	1,525,172
Cash and Cash Equivalents	11	9,068,454	5,792,139
Short Term Loans and Advances	12	230,677,108	275,194,406
Other Current Assets	13	5,332,484	3,320,567
	TOTAL	260,998,329	415,021,812
Notes Forming Part of Financial Statements	1-31		

As per our report of even date attached

For Pravin Chandak & Associates
Chartered Accountants
(Firm Registration No.116627W)

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

Pravin Chandak
Partner
Membership No. 049391

sd/-
Dheeraj Shah
(Managing Director)
DIN: 02072433

sd/-
Sachin Talgaonkar
(Director)
DIN: 06366741

Place : Mumbai
Date : 27th May, 2015

sd/-
Pankaj Trivedi
(Company Secretary)

ESAAR (INDIA) LIMITED**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

(Amount in Indian Rupees)

PARTICULARS	NOTES	31ST MARCH, 2015	31ST MARCH, 2014
INCOME			
Revenue from operations	14	87,149,344	157,230,524
Other Income	15	-	2,000
Total Income (I)		87,149,344	157,232,524
EXPENSES			
Purchase of traded goods		2,411,016	147,932,556
(Increase)/decrease in inventories of traded goods		113,229,050	6,422,619
Employee Benefits expense	16	1,118,167	1,289,526
Depreciation	8	(7,000)	264,015
Finance Charges	17	9,396,119	703,284
Other expenses	18	1,450,798	625,555
Total Expenses (II)		127,598,150	157,237,555
Profit for the year before exceptional & extraordinary items and tax	(I - II)	(40,448,805)	(5,031)
Exceptional and Extraordinary items	19	11,115	6,641,929
Profit for the year before Tax		(40,459,920)	(6,646,960)
Tax Expenses :			
Current Tax		-	66,989
Tax of earlier years		-	-
Deferred Tax		36,080	(2,169,290)
Profit/(Loss) for the period		(40,496,000)	(4,544,659)
Earning per equity share:			
Basic		(0.198)	(0.056)
Diluted		(0.198)	(0.022)

Notes Forming Part of Financial Statements

1-31

As per our report of even date attached

For Pravin Chandak & Associates

Chartered Accountants

(Firm Registration No.116627W)

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

sd/-

Pravin Chandak

Partner

Membership No. 049391

sd/-

Dheeraj Shah

(Managing Director)

DIN: 02072433

sd/-

Sachin Talgaonkar

(Director)

DIN: 06366741

Place : Mumbai

Date : 27th May, 2015

sd/-

Pankaj Trivedi

(Company Secretary)

ESAAR (INDIA) LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

(Amount in Indian Rupees)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
Cash Flow from Operating Activities				
Profit Before Tax and Extraordinary Items (As per Profit and Loss Account)		(40,448,805)		(5,031)
Adjustments for:				
Interest on Loan	9,396,119		703,284	
Fixed Assets written off	11,115			
Depreciation	(7,000)	9,400,234	264,015	967,299
Operating Profit before Working Capital Changes		(31,048,571)		962,268
Adjustments for:				
(Increase)/Decrease in Inventories	113,229,050		6,422,619	
(Increase)/Decrease in Trade Receivables	1,525,172		(1,525,172)	
(Increase)/Decrease in Other Receivables	42,505,382		(26,681,500)	
Increase/(Decrease) in Current Liabilities	(97,646)	157,161,957	26,794,861	5,010,809
Cash Generated From Operations		126,113,386		5,973,077
Less: Income Tax Paid		-		66,989
Cash Inflow Before Prior Period Adjustments		126,113,386		5,906,088
Less : Prior Period Adjustment		-		-
Net Cash from / (Used in) Operating Activities A		126,113,386		5,906,088
Cash Flow from Investing Activities				
Fixed Assets written off	(11,115)		-	
Proceeds from Sale of fixed assets	-		6,993,419	
Loss on sale of Fixed Assets	-	(11,115)	(6,641,929)	351,490
Net Cash from / (Used in) Investing Activities B		(11,115)		351,490
Cash Flow from Financing Activities				
Repayment of Long Term Liabilities	(113,429,837)		-	
Interest on Loan	(9,396,119)		(703,284)	
Net Cash from Financial Activities C		(122,825,956)		(703,284)
Net Increase/ Decrease in Cash and Cash Equivalents (A+B+C)		3,276,315		5,554,294
Cash and Cash Equivalents-Opening Balance		5,792,139		237,845
Cash and Cash Equivalents-Closing Balance		9,068,454		5,792,139

As per our report of even date attached

For Pravin Chandak & Associates

Chartered Accountants

(Firm Registration No.116627W)

sd/-

Pravin Chandak

Partner

Membership No. 049391

Place : Mumbai

Date : 27th May, 2015

For and on behalf of the Board of Directors

of Esaar (India) Limited

sd/-

Dheeraj Shah

(Managing Director)

DIN: 02072433

sd/-

Pankaj Trivedi

(Company Secretary)

sd/-

Sachin Talgaonkar

(Director)

DIN: 06366741

ESAR (INDIA) LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT AS AT 31ST MARCH, 2015

(Amount in Indian Rupees)

PARTICULARS	31ST MARCH, 2015	31ST MARCH, 2014
2 Share Capital		
Authorized		
21,50,00,000 Equity Shares of Rs. 1 each (Previous year 15,50,00,000 Equity Shares of Rs. 1 Each)	215,000,000	155,000,000
Total Authorized Share Capital	215,000,000	155,000,000
Issued, Subscribed and Paid up		
20,44,25,000 Equity Shares of Rs. 1 each. (Out of the above shares 12,26,55,000 equity shares of Rs. 1 each have been issued by way of bonus) (Previous year 8,17,70,000 Equity Shares of Rs. 1 Each)	204,425,000	81,770,000
Total Issued, Subscribed And Fully Paid Up Share Capital	204,425,000	81,770,000

The company has allotted 12,26,55,000 fully paid equity shares of face value Rs. 1/- each pursuant to a bonus issue approved by the shareholders in the Annual General meeting (AGM) held on 30th September, 2014. The record date fixed by the Board of Directors was 22nd October, 2014. Bonus share of three equity shares for every two equity shares held has been allotted.

a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Equity shares	31st March, 2015		31st March, 2014	
	Numbers	Rs.	Numbers	Rs.
At the beginning of the period	81,770,000	81,770,000	81,770,000	81,770,000
Issued during the period (Bonus Issue)	122,655,000	122,655,000	-	-
Bought back during the period	-	-	-	-
Outstanding at the end of the period	204,425,000	204,425,000	81,770,000	81,770,000

b. Terms/rights attached to equity shares

The Company has only one class of Equity Shares having par value of Rs.1/- Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

C. Details of shareholders holding more than 5% shares in the company

Equity shares of Rs. 1 each fully paid	31st March, 2015		31st March, 2014	
	Numbers	% holding in the class	Numbers	% holding in the class
	-	-	-	-
Total	-	-	-	-

3	<u>Reserve & Surplus</u>		
	Securities Premium reserve		
	Balance as per last financial statements	135,144,490	135,144,490
	Less: Bonus Equity shares issued during the year	(122,655,000)	-
	Closing balance	12,489,490	135,144,490
	Statutory Reserves		
	Balance as per last financial statements	2,051,791	2,051,791
	Add: Transferred from statement of Profit and Loss	-	-
	Closing balance	2,051,791	2,051,791
	Surplus/(Deficit) in the Statement of Profit and Loss		
	Balance as per last financial statements	(773,807)	3,770,852
	Profit/ (loss) for the year	(40,496,000)	(4,544,659)
	Less: Appropriations		
	Transferred to Statutory Reserve		
	Closing balance	(41,269,807)	(773,807)
	Total Reserves and Surplus	(26,728,526)	136,422,474
4	<u>Long Term Liabilities</u>		
	Unsecured Loan Repayable on Demand		
	From Related Parties	-	-
	From other parties	83,145,675	196,575,512
	Total Long Term Liabilities	83,145,675	196,575,512
5	<u>Trade Payables</u>		
	Trade payables	-	89,672
	Total Trade Payables	-	89,672
6	<u>Other Current Liabilities</u>		
	Other Current Liabilities	151,180	75,000
	Total Other Current Liabilities	151,180	75,000
7	<u>Short Term Provisions</u>		
	Provision for Income Tax	-	80,000
	Duties & Taxes Payable	5,000	9,154
	Total Short Term Provisions	5,000	89,154
9	<u>Inventories</u>		
	(As valued and certified by management)		
	<u>Stock-in-trade</u>		
	Stock in Securities		
	Quoted	15,797,819	129,026,869
	Unquoted	-	-
	Total Inventories	15,797,819	129,026,869

10 Trade Receivables		
Unsecured, considered good		
Outstanding for a period exceeding six months from the date they are due for payment	-	-
Others	-	1,525,172
Total Trade Receivables	-	1,525,172
11 Cash and Cash Equivalents		
Cash on hand	687,437	876,286
Balance with bank	8,381,017	4,915,852
Total Cash And Cash Equivalents	9,068,454	5,792,139
12 Short Term Loans and Advances		
Loan and advances unsecured considered good		
Loans and advances to related parties	-	-
Loans and advances to others	230,591,327	275,108,625
Deposits	85,781	85,781
Total Short Term Loans And Advances	230,677,108	275,194,406
13 Other Current Assets		
Balance with statutory/government authorities	5,332,484	3,320,567
Total Short Term Loans And Advances	5,332,484	3,320,567

ESAAR (INDIA) LIMITED**NOTE 8: FIXED ASSETS**

(Amount in Indian Rupees)

ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS ON 01.04.2014	ADD/(DED.) DURING THE YEAR	AS ON 31.03.2015	UPTO 31.03.2014	ADD./ (DED.) DURING THE YEAR	UPTO 31.03.2015	AS ON 31.03.2015	AS ON 31.03.2014
Plant & Machinery	13,210,996	-	13,210,996	13,190,158	-	13,190,158	20,838	20,838
Office Equipments	578,004	11,115	566,889	544,988	(7,000)	537,989	28,900	33,015
TOTAL Rs.	13,789,000	11,115	13,777,885	13,735,146	(7,000)	13,728,147	49,738	53,853
Previous Year	21,193,963	6,993,419	14,200,544	13,882,676	264,015	14,146,691	53,853	7,311,287

ESAAR (INDIA) LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT AS AT 31ST MARCH,

(Amount in Indian Rupees)

PARTICULARS	31ST MARCH, 2015	31ST MARCH, 2014
14 Revenue From Operations		
Sales of shares	55,790,592	137,648,942
Interest	31,358,752	19,581,582
Total Revenue from Operations	87,149,344	157,230,524
15 Other Income		
Dividend	-	2,000
Total other Income	-	2,000
16 Employee Benefits Expense		
Directors Remuneration	120,000	120,000
Salaries	990,171	1,155,716
Staff Welfare expenses	7,996	13,810
Total Employee Benefits Expense	1,118,167	1,289,526
17 Finance Charges		
Interest on loan	9,396,119	682,351
Bank Charges	-	20,933
Total Finance Charges	9,396,119	703,284
18 Other Expenses		
Auditors Remuneration		
As Audit fee	50,000	40,000
Advertisement Expenses	35,820	25,403
Computer Expenses	55,800	1,797
Demat Charges	-	62
Depository Charges	40,618	-
Electricity Expenses	5,486	7,990
Interest on TDS	1,716	-
Office Expenses	5,486	7,855
Listing Fees	133,708	25,000
Printing & Stationery Expenses	7,637	9,080
Postage & Courier Expenses	6,383	19,575
Professional Fees	67,000	-
ROC Charges	639,965	2,000
Rent Expenses	120,000	-
Share Transfer charges	144,177	66,168
Service Tax Expenses	30,111	19,254
Stamp duty charges	7,390	-
Transaction Charges	84,067	381,821
Telephone Charges	8,945	7,590
Travelling and Conveyance Expenses	6,489	11,960
Total Other Expenses	1,450,798	625,555
19 Exceptional and Extraordinary Items		
Loss on sale of Fixed Assets	-	6,641,929
Fixed Assets Written off	11,115	-
Total Exceptional and Extraordinary Items	11,115	6,641,929

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation of financial statements

The financial statements are prepared in accordance with Generally Accepted Accounting Principles ("GAAP") in India under the historical cost convention, on accrual basis. GAAP comprises mandatory Accounting Standards issued by the Companies (Accounting Standards) Amendment Rules, 2008 and the relevant provisions of the Companies Act, 2013. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

b) Inventory valuation

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence. Cost of inventories comprises of cost of purchase, cost of conversion bringing them to their respective present location and condition. Inventories are determined on First-in-First-Out (FIFO) basis.

c) Use of Estimates

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Examples of such estimates include provisions for doubtful receivables, employee benefits, provision for income taxes, accounting for contract costs expected to be incurred, the useful lives of depreciable fixed assets and provisions for impairment. Future results could differ due to changes in these estimates and the difference between the actual result and the estimates are recognised in the period in which the results are known / materialise.

d) Revenue recognition

1. Income from Operation is recognised upon transfer of significant risks and rewards of ownership to the buyer.
2. Other Income is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.
3. Dividend is recognised when the shareholders' right to receive payment is established at the balance sheet date.

e) Fixed Assets

Tangible Assets

Fixed assets are stated at cost, less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use. Capital work in progress includes expenditure incurred till the assets are put into intended use.

Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/ depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

f) Depreciation

Depreciation on tangible assets is provided using the Straight Line Method over the useful lives of the assets estimated by the Management. Depreciation for the assets purchased / sold during the year is proportionately charged as prescribed in Schedule II to the Companies Act, 2013. Intangible assets are amortised over their respective individual estimated useful lives on a straight line basis, commencing from the date the asset is available to the Company for its use.

g) Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet dates and if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to extent of the carrying value of the asset that would have been determined (net of amortization / depreciation), had no impairment loss been recognized.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

h) Investments

Investments that are readily realizable and intended to be held for not more than one year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost or fair value determined on individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary decline in the value of the investments.

i) Taxation

Tax expense comprises of current income tax and deferred income tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. At each balance sheet date, the Company re-assesses unrecognised deferred tax assets. It recognizes unrecognised deferred tax assets to the extent that it has become reasonably certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. Minimum Alternative Tax (MAT) credit is recognised as an asset and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

j) Foreign Currency Transactions

Transactions in foreign currency are recorded at the rate of exchange in force on the date of the transactions. Current assets and Current liabilities in foreign currency are translated at the exchange rate prevalent at the date of the Balance Sheet.

Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss account except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

k) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

l) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Possible future obligations or present obligations that may arise but will probably not require outflow of resources or where the same cannot be reliably estimated, are disclosed as contingent liabilities in the notes to accounts of financial statements.

Contingent Assets are neither recognized nor disclosed in the financial statements.

m) Cash Flow Statement

Cash flow statement has been prepared under the 'Indirect Method'. Cash and cash equivalents, in the cash flow statement comprise unencumbered cash and bank balances.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

20. Employee benefits

Provision for retirement benefits to employees was not provided on accrual basis, which is not in conformity with Accounting Standard-15 issued by ICAI and the amount has not been quantified because actuarial valuation report is not available. However, in the opinion of the management the amount involved is negligible and has no material impact on the Profit & Loss Account.

21. Contingent liability & capital commitment :

	2014-2015 Amount in Rs.	2013-2014 Amount in Rs.
Contingent Liabilities not provided for*	2,67,475	NIL
Capital Commitment not provided for	NIL	NIL
Others	NIL	NIL

* The demand was raised by the jurisdictional assessing officer of the Income Tax Authorities u/s 143(3) of the Income Tax Act, 1961 of Rs 13,660 & Rs. 2,53,815 for the Assessment Year 2008-09 & 2009-10 respectively. The management feels that demand raised is likely to be either deleted or substantially reduced; hence the management is of the opinion that no provision is required.

22. Earnings Per Share:

Earnings per Share, as required by the Accounting Standard 20- "Earning Per Share" issued by the Institute of Chartered Accountants of India, is given below:

Particulars	2014-15 Amount in Rs.	2013-14 Amount in Rs.
Net profit for the period attributable to Equity Shareholders (Rs.)	(4,04,96,000)	(45,44,659)
Weighted Average No of Equity shares outstanding for Basic Earnings per share	20,44,25,000	8,17,70,000
Weighted Average No. of Equity shares outstanding for Diluted earnings per share	20,44,25,000	20,44,25,000
Basic Earning Per Shares (face value of Rs. 1/-each) (Rs)	(0.198)	(0.056)
Diluted earnings per share (face valued of Rs 1/-each) (Rs.)	(0.198)	(0.022)

23. Related Party Transaction:

List of Related Parties:-

- a) **Key Management personnel**
i) Dheeraj Shah

Related party	Nature of Transaction	2014-15 Amount in Rs.	2013-14 Amount in Rs
Dheeraj Shah	Balance at beginning of the year	40,000	43,100
	Director's Remuneration	1,20,000	1,20,000
	Balance at year end	1,00,000	40,000

24. Major Components of Deferred Tax Liabilities:

	2014-2015 Amount in Rs.	2013-2014 Amount in Rs.

Deferred Tax Asset / (Liability) on carry forward losses	NIL	NIL
Deferred Tax Asset / (Liability) on account of Depreciation	72,727	1,08,806
Deferred Tax Asset (Net)	72,727	1,08,806

25. Income in Foreign Currency :

	2014-2015 Amount in Rs.	2013-2014 Amount in Rs.
Income in foreign currency	NIL	NIL

26. Expenditure in Foreign Currency :

	2014-2015 Amount in Rs.	2013-2014 Amount in Rs.
Expenditure in Foreign Currency	NIL	NIL

27. PRUDENTIAL NORMS OF NBFC:

- i. Majority of the loans given are demand loans, therefore in some cases the terms of repayment including interest and loan agreement including KYC documents etc are not available. Demand and other loans given are governed by the Board policies. Considering the close monitoring of Board no appraisal, renewal, Policies, Procedure, Committee or documents have been prescribed and executed.
 - ii. In view of the management all the loans outstanding are considered good and therefore provision on Non-Performing Assets not provided.
 - iii. Pre and post sanction generally accepted procedures are not in place.
 - iv. Provision on standard assets @ 0.25% is yet to be provided.
28. As per information available with the Company, none of the creditors has confirmed that they are registered under the Micro, Small and Medium enterprises Development Act, 2006.
29. Trade payables, Trade receivables, Short Term Borrowings and Short term loans and advances balances are subject to confirmation and reconciliation.
30. Segment Information: The Company is engaged in single segment and there are no separate reportable segments as defined in AS-17
31. Previous year's figures have been regrouped, rearranged and reclassified wherever necessary to conform to the current's classification/ presentation.

As Per Our Report Of Even Date
For Pravin Chandak & Associates
Chartered Accountants
Firm Registration No. 116627W

Sd/-
Pravin Chandak
Partner
Membership No. 049391
Firm Registration No. 116627W

Place: Mumbai
Date: 27th May, 2015

For And On Behalf Of The Board
of Esaar (India) Limited

sd/-
Dheeraj Shah
Managing Director
DIN: 02072433

sd/-
Sachin Talgaonkar
Director
DIN: 06366741

Sd/-
Pankaj Trivedi
(Company Secretary)

ESaar (INDIA) LIMITED

CIN: L67120MH1951PLC222871

Registered Office: B/411, Crystal Plaza, Opp. Infinity Mall,
New Link Road, Andheri (West), Mumbai- 400053**ATTENDANCE SLIP**63rd Annual General Meeting, _____ at _____

Regd. Folio No.	
No. of Equity Shares held	

* DP ID:	
* Client ID:	

Name of the Shareholder	
Name of Proxy	

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 63rd Annual General Meeting of the Company on Wednesday, 30th September, 2015 at B/411 Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai- 400053 at 10:30 A.M.

SIGNATURE OF THE MEMBER OR THE PROXY ATTENDING THE MEETING

If Member, please sign here

If Proxy, please sign here

Note: This form should be signed and handed over at the Meeting Venue.

* Applicable for investors holding shares in electronic form.

Form No. MGT – 11 PROXY FORM

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

CIN: L67120MH1951PLC222871

Name of the company: Esaar (India) Limited

Registered Office: B/411, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai- 400053

Name of the member(s):	
Registered address:	
Email Id:	
Folio No./Client Id:	
DP ID:	

I/We, being the member(s) holding _____ shares of the above named Company, hereby appoint:

1. Name: _____
 Address: _____
 Email id: _____
 Signature: _____, or falling him

2. Name: _____
 Address: _____
 Email id: _____
 Signature: _____, or falling him

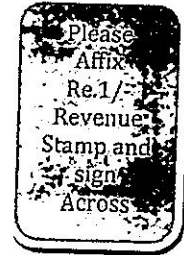
3. Name: _____
 Address: _____
 Email id: _____
 Signature: _____

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 63rd Annual General Meeting of the Company, to be held on Wednesday, September 30, 2015 at 10:30 A.M. at the registered office of the Company at B/411, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (west), Mumbai-400053.:

Reso No.	Particulars
Ordinary Business:	
1	To receive, consider and adopt the Audited Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon
2	To appoint a Director in place of Mr. Dheeraj Babulal Shah (DIN: 02072433), Managing Director, who though not liable to retire by rotation is retiring by rotation to enable compliance by the Company with the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment.
3	To ratify the appointment of M/s. Pravin Chandak & Associates, Chartered Accountants (Registration No: 116627W) as the Statutory Auditors of the Company to hold office from the conclusion of the 63 rd Annual General Meeting until the conclusion of the 67 th Annual General Meeting and to authorise the Board of Directors to fix their remuneration for the financial year 2015-16.

Special Business:	
4	Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013
5	Approval for Related Party Transaction with M/s. Gromo Trade & Consultancy Limited, a related party from time to time

Signed this day of, 2015



.....
Signature of the Member

.....
Signature of Proxy holder(s)

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 Annual General Meeting.

By Courier

Registered Office

B/411 Crystal Plaza,
Opp. Infinity Mall, New Link Road,
Andheri (West), Mumbai- 400053
Email: esaarindia ltd@gmail.com
Website: www.esaarindia.com
Tel: 022-60605677