



ESAAR (INDIA) LIMITED

September 9, 2019

To,
Manager (CRD),
Bombay Stock Exchange Ltd. (BSE),
P.J. Tower, Dalal Street,
Mumbai- 400001

Ref: Scrip Code - 531502

Sub: Notice of 67th Annual General Meeting

Dear Sir/Madam,

Pursuant to Regulation 30 read with Clause 12 of Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that;

1. 67th Annual General Meeting (AGM) of the Company will be held on Monday, 30th September, 2019.
2. Register of Members and Share Transfer Books of the Company will remain closed from, **Monday, 23rd September, 2019** to **Monday, 30th September, 2019**. Further, as per Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the Members to cast their votes by electronic means on all the resolutions set forth in the Notice of the 67th AGM.

This is for your information and records.

Thanking You,

Yours faithfully,

For ESAAR (INDIA) LIMITED


Raghvendra Kumar
Director
(DIN: 08126531)



Encl: a/a

CIN: L67120MH1951PLC222871

Regd. Office: 204 B- Wing, New Prabhat SRA CHS LTD, Chikwadi, Plot No-115, Next to Bisleri Factory, W. E. Highway, Andheri (East), Mumbai - 400099

Corp. Office : Unit No. 402, Western Edge-1, Kanakia Spaces, Western Express highway, Borivali (East), Mumbai - 400 066
Tel: 022-40676000 | esaarindia@gmail.com | www.esaarindia.wordpress.com



ESAAAR (INDIA) LIMITED

NOTICE IS HEREBY GIVEN THAT THE 67TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ESAAAR (INDIA) LIMITED WILL BE HELD ON, MONDAY, 30TH SEPTEMBER, 2019 AT 10:00 AM. AT REGISTERED OFFICE OF THE COMPANY AT 204 B-WING, NEW PRABHAT SRA CHS LTD, CHIKUWADI, PLOT-115, NEXT TO BISLERI FACTORY, W. E, HIGHWAY ANDHERI EAST MUMBAI 400099 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2019 together with the report of Board of Directors and Auditors thereon.

To consider and adopt the audited Balance Sheet as at 31st March, 2019, 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. Re-Appointment of Director who retires by rotation

To re-appoint Mr. Raghvendra Kumar, Director (DIN: 08126531), who retires from office by rotation being eligible, offers himself for reappointment.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Raghvendra Kumar, Director (DIN: 08126531), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

3. Appointment of M/s. Harish Arora & Associates, Chartered Accountant (Firm Reg. No. 015226C) as Statutory Auditors of the Company.

To appoint Auditor of the Company and to fix their remuneration and if thought fit, to pass with or without modification, as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Harish Arora & Associates, Chartered Accountant, (Firm Registration No. 015226C) be and is hereby re-appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this Annual General Meeting till the conclusion of 72nd Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable GST and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary be and is hereby authorized for and on behalf of the Company to take all



necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

SPECIAL BUSINESS:

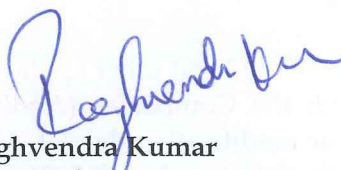
4. To appoint Mrs. Dipti Yelve (DIN: 07148169) as an Independent Non - Executive Director.

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

"**RESOLVED THAT** Mrs. Dipti Yelve (DIN: 07148169), who was appointed as an Additional Director of the Company with effect from November 04, 2018 by the Board of Directors, pursuant to the provisions Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company and holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and Regulation 17 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, the appointment of Mrs. Dipti Yelve (DIN: 07148169) who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from November 04, 2018 upto November 03, 2023, be and is hereby approved."

By order of the Board of Esaar (India) Limited


Raghendra Kumar
(Director)
DIN: 08126531



Place: Mumbai
Date: 29/05/2019



IMPORTANT NOTES:

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, in respect of business under item no. 3 and 4 above is annexed to the Notice convening the Annual General Meeting.
2. The Register of Members and the Share Transfer books of the Company will remain closed from **Monday, 23rd September, 2019** to **Monday, 30th September, 2019** (both days inclusive) for the purpose of AGM.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself. Such a proxy/ proxies need not be a member of the company.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts.
6. SEBI has also mandated that for Registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the company for registration of transfer of securities.
7. Details as required in Sub-regulation (3) of Regulation 36 of the SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the



notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

8. Any person whose name appears in the register of members as on the cut-off date i.e. 23rd September, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

9. Members who hold shares in the Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the 67th Annual General Meeting.

10. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

11. Members / Proxies should bring their copy of the Annual Report and also the attendance slip duly filled in for attending the meeting.

12. Pursuant to Rule 18(3) of The Companies (Management and Administration) Rules, 2014, you are requested to provide your e-mail id to facilitate easy and faster dispatch of Notices of the general meetings and other communications by electronic mode from time to time.

13. Payment of dividend through ECS/NECS: - Not Applicable (Dividend is not declared by the company).

14. E-voting cut of date is Monday, 23rd September, 2019, E-voting shall open from Friday 27th September, 2019 at 9:00 a.m. and ends on Sunday 29th September, 2019 at 5:00 p.m.

15. Ms. Riddhi Krunal Shah, Company Secretary (Membership No. ACS 20168) in whole time practice, has been appointed as Scrutinizer, who in the opinion on the Board can scrutinize the e-voting process in fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of two (2) witnesses not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman. The Result declared along with the Scrutinizer's Report shall be placed on the website of the Company and also on the website of NSDL within two (2) days of passing of the resolutions at the EGM of the Company and communicated to the Stock Exchanges.

16. Electronic copy of the Annual Report for 2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2019 is being sent in the permitted mode.

17. Electronic copy of the Notice of the 67th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the



Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, Physical copy of the Notice of the 67th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

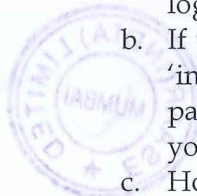
18. The EVEN Number for e-voting for the Extra Ordinary General Meeting is 112368.

The procedure and instructions for voting electronically are as follows:

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or



- folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail krassociates.cs@gmail.com to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, 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 scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.



EXPLANATORY STATEMENT
Pursuant to Section 102(1) of the Companies Act, 2013

Item No. 3

The Audit Committee and Board of Directors in their meeting held on 14th March, 2019 has recommended the Appointment of M/s. Harish Arora & Associates, Chartered Accountant, (Firm Registration No. 015226C) as Statutory Auditor of the Company to hold office from the conclusion of the ensuing 67th Annual General Meeting till the conclusion of the 72nd Annual General Meeting of the Company to be held in the year 2024.

In this regard, pursuant to regulation 36(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please refer the following details:

Proposed fees payable to the statutory auditor(s)	Audit fees as may be decided by the Board of Directors after taking into consideration the volume of work Involved
Terms of appointment	Appointed for a period of 5(five) years commencing from the ensuing 67 th Annual General Meeting.
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	To re-appoint the same auditors as previous auditors

Item No.4:

Mrs. Dipti Yelve was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company as additional Independent director on 4th November, 2018. She holds Office until the ensuing annual general meeting under section 161 (1) of the Companies Act, 2013. As per the current provisions of company law and regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, independent directors are permitted to be appointed for a consecutive period of 5 years without being liable to retire by rotation.

It is proposed to appoint Mrs. Dipti Yelve as Independent director of the company pursuant to section 149, Schedule IV and other applicable provision, if any, of the Companies Act, 2013. The proposed appointment is recommended by the board. In respect of her proposed appointment, the company has, as required by section 160 of the Companies Act, 2013, received a notice in writing regarding her candidature for the office of the director. Mrs. Dipti Yelve has submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act,



2013 stating that she meets the criteria of independence as provided in sub section. Mrs. Dipti Yelve is not disqualified from being appointed as director in terms of section 164 of the Act.

In the Opinion of the Board the proposed appointment of Mrs. Dipti Yelve as independent director fulfills the conditions specified in the Act and the rules made there under and that the proposed appointment of Mrs. Dipti Yelve is independent of the management.


The Board of Director is of the opinion that Mrs. Dipti Yelve possesses requisite skills, experience and knowledge relevant to the company's business and it would be in the interest of the company to continue to have her association with the company as director.

Brief profile of Mrs. Dipti Yelve and the disclosures required under Listing Regulations, 2015 are given as additional information about the directors, which forms part of the Notice.

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

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed item no. 4.

By Order of the Board of Esaar (India) Limited


Raghvendra Kumar
(Director)
DIN: 08126531



Date: 29/05/2019
Place: Mumbai

Brief Profile of Director Being Appointed / Re-Appointed

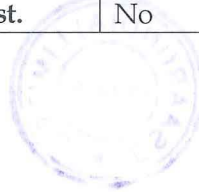
(Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015)

Particulars	Mrs. Dipti Yelve
DIN	07148169
Date of Birth	26/06/1984
PAN	ASXPM3257E
Date of Appointment	04/11/2018
Shareholding in the Company	NIL
Qualifications	Graduate
Experience in Specific Functional areas	Banking & Finance
Directorship held in other listed entities	NIL
Membership/Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	NIL
Relationships, if any between Directors, interest.	No

By Order of the Board of Esaar (India) Limited



Raghvendra Kumar
(Director)
DIN: 08126531



Date: 29/05/2019
Place: Mumbai

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Annual General Meeting shall be held on Monday, the 30th September, 2019 at 10.00 a.m., at the Registered Office at **204 B-Wing, New Prabhat Sra Chs Ltd, Chikuwadi, Plot-115, Next To Bisleri Factory, W. E, Highway Andheri East Mumbai 400099.**

Full name of the member's attending _____
(In block capitals)

Ledger Folio No./Client ID No. _____
No. of shares held: _____

Name of Proxy _____
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Annual General Meeting of the Esaar (India) Limited held at the Registered Office at **204 B-Wing, New Prabhat Sra Chs Ltd, Chikuwadi, Plot-115, Next To Bisleri Factory, W. E, Highway Andheri East Mumbai 400099** on Monday, the 30th September, 2019 at 10.00 a.m.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the AGM Notice to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014 - Form No.MGT-11)

Name of the Member(s):

Registered address:

E-mail Id:

Folio No. / Client ID No. :

DP ID No.

I / We, being the member(s) of Shares of Esaar (India) Limited, hereby appoint:

1. Name: E-mail Id:
Address:
..... Signature:
or failing him

2. Name: E-mail Id:
Address:
..... Signature:
or failing him

3. Name: E-mail Id:
Address:
..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company to be held on Monday, 30th September, 2019 at 10.00 a.m. at **204 B-Wing, New Prabhat SRA CHS Ltd, Chikuwadi, Plot-115, Next To Bisleri Factory, W. E, Highway Andheri East Mumbai 400099** and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No.	Resolution	Vote	
		For	Against
1.	To consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2019 together with the report of Board of Directors and Auditors thereon.		
2.	To re-appoint Mr. Raghvendra Kumar, Director (DIN: 08126531), who retires from office by rotation being eligible, offers himself for reappointment.		
3.	Appointment of M/s. Harish Arora & Associates,		



Sr. No.	Resolution	Vote	
		For	Against
	Chartered Accountant having office at A-56, Kumbha Nagar, Chittorgarh-Rajasthan, Branch-Amet, Rajsamand (Raj. (Firm Reg. No. 015226C) as Statutory Auditors of the Company.		
4.	Appointment of Mrs. Dipti Yelve (DIN: 07148169) as an Independent Non-Executive Director of the Company.		

Signed this day of 2019

Signature of shareholder

of Proxy holder(s)

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

Affix
Revenue
Stamp

Signature



ROUTE MAP TO THE VENUE OF AGM

