



ESAAR (INDIA) LIMITED

14th May, 2019

To,

BSE Limited

Corporate Relationship Dept,

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400001

Ref: Script Code- 531502

Sub.: Notice of Extra Ordinary General Meeting dt. 12th June, 2019

Dear Sir/Madam,

With reference to the above mentioned subject please find enclosed the Notice of Extra- Ordinary General Meeting pursuant to Section 108 of The Companies Act, 2013 read with the rule 20 of the Companies (Management and Administration) Rule, 2014 as amended and Regulation 30 of SEBI (LODR) Regulation, 2015.

Kindly take the same on your record.

Thanking you.

Yours faithfully,

For ESAAR (INDIA) LIMITED

Raghvendra Kumar

Director

(DIN: 08126531)

Encl: a/a

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 ltd@gmail.com | www.esaarindia.wordpress.com



ESAAR (INDIA) LIMITED

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

Email: esaarindia ltd@gmail.com, Website: www.esaarindia.wordpress.com

Tel No.: 022 40676000.

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of **Esaar (India) Limited** will be held at Corporate Office at Unit 402, Western Edge I, Western Express Highway, Borivali (East), Mumbai - 400066 on Wednesday, 12th June, 2019 at 3.00 p.m. to transact the following special business:

1. Appointment of M/s Harish Arora & Associates, Chartered Accountant, (Firm Reg. No. 015226C) as Statutory Auditors to fill the Casual Vacancy:

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on 14th March, 2019 M/s. Harish Arora & Associates, Chartered Accountant (Firm No.015226C), Chittorgarh be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Mahesh C. Solanki & Co., Chartered Accountants (Firm Registration No. 006228C).

RESOLVED FURTHER THAT M/s. Harish Arora & Associates, Chartered Accountant (Firm No.015226C), Chittorgarh be and is hereby appointed as Statutory Auditors of the Company from conclusion of this Extra Ordinary General Meeting till the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2019 on such remuneration as may be fixed by the Board of Directors in consultation with them."

Place: Mumbai
Date: 14/03/2019

By and on behalf of the Board
For Esaar (India) Limited
Sd/-

Raghvendra Kumar
Director
(DIN: 08126531)

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the items of Special Business as set out above is annexed hereto.
2. A Member entitled to attend and vote at the Extra-ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the EGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days' notice in writing is given to the Company.
4. Members/Proxies should bring the duly filled in and signed attendance slip mentioning therein details of their DP ID and Client ID/ Folio No. which is enclosed herewith to attend the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the Registrar and Share Transfer Agent having its at Purva Sharegistry (India) Pvt Ltd , 9, Shiv Shakti Ind. Estate, J. R. boricha Marg, Near Lodha Excelus, Lower Parel, (East), Mumbai 400011.

8. Members may also note that Notice of the Extraordinary General Meeting will also available on the Company's website www.esaarindia.wordpress.com. The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during the normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: Mail: esaarindia ltd@gmail.com.
9. E-voting cut of date is Wednesday 05th June, 2019, E-voting shall open from Sunday 9th June, 2019 at 9:00 a.m. and ends on Tuesday 11th June, 2019 at 5:00 p.m.
10. 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 places 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.
11. The EVEN Number for e-voting for the Extra Ordinary General Meeting is **110654**.

Place: Mumbai
Date: 14/03/2019

By and on behalf of the Board
For Esaar (India) Limited
Sd/-

Raghvendra Kumar
Director
(DIN: 08126531)

How do I vote electronically using NSDL e-Voting system?

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘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 are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 110654 then user ID is 110654001***

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 to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, 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.
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.

Details on Step 2 is given below:

How to 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 company for which you wish to cast your vote.
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 to krassociates.cs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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

Item No.1:

M/s. Mahesh C. Solanki & Co., Chartered Accountants (Firm Reg. No. 006228C) have tendered their resignation from the position of Statutory Auditors on 19th February, 2019 due to their pre-occupation in other assignments to act as Statutory Auditor to Esaar (India) Ltd., resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s. Harish Arora & Associates, Chartered Accountant (Firm Reg No. 015226C) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Mahesh C. Solanki & Co., Chartered Accountants.

M/s. Harish Arora & Associates, Chartered Accountant (Firm Reg No. 015226C) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Place: Mumbai
Date: 14/03/2019

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

Sd/-

Raghvendra Kumar
Director
(DIN: 08126531)

ATTENDANCE SLIP

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

Extraordinary General Meeting on Wednesday, the 12th June, 2019 at 3.00 p.m., at the Corporate Office at Unit 402, Western Edge I, Western Express Highway, Borivali (East), Mumbai - 400066.

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 Extraordinary General Meeting of the Esaar (India) Limited held at the Corporate Office at Unit 402, Western Edge I, Western Express Highway, Borivali (East), Mumbai - 400066, Wednesday, the 12th June, 2019 at 3.00 p.m.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the EGM 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 Extra-Ordinary General Meeting of the company to be held on Wednesday, 12th June, 2019 at 3.00 p.m. at Unit 402, Western Edge I, Western Express Highway, Borivali (East), Mumbai - 400066 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No.	Resolution	Vote	
		For	Against
1.	Appointment of M/s Harish Arora & Associates, Chartered Accountant, (Firm Reg. No. 015226C) as Statutory Auditors to fill the Casual Vacancy		

Affix
Revenue
Stamp

Signed this day of 2019

Signature of shareholder

Signature of Proxy holder(s)

NOTES:

- 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.
- Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.