

ANNUAL REPORT

2018-19

67th ANNUAL GENERAL MEETING

ESAAR (INDIA) LIMITED

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Annual Report
2018-19

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Raghvendra Kumar - Executive Whole Time Director
Mrs. Dipti Yelve - Independent Director
Mrs. Narmada Patel - Independent Director
Mr. Mehul Kadiya - Independent Director

AUDITORS

STATUTORY AUDITORS

M/s. Harish Arora & Associates

A-56, Kumbha Nagar,
Chittorgarh- Rajasthan Branch- Amet,
Rajsamand (Raj.)

Email id:

harisharoraassociates@gmail.com

INTERNAL AUDITORS

M/s. A.M. Gohel & Co.

B/104, Sahayog CHS Ltd.,
Above Central Bank Of India,
S. V. Road, Kandivali (West),
Mumbai - 67

Email id:

abhay.gohel@mkgohe.com

SECRETARIAL AUDITORS

Ms.Riddhi Krunal Shah,

Practising Company Secretary

A-1, KokilKunj CHSL., M. G. 'X'
Road No. 4, Behind Patel Nagar,
Near Vora Hospital, Kandivali
(West), Mumbai - 400 067

Email id:

krassociates.cs@gmail.com

REGISTERED OFFICE

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

CORRESPONDENCE OFFICE

Unit No. 402, Western Edge I, Kanakia Spaces, Western Express Highway, Borivali (East)
Mumbai 400066

REGISTRAR & SHARE TRANSFER AGENTS

M/s. Purva Sharegistry India Private Limited

9 Shiv Shakti Industrial Estate, J R Boricha Marg. Opp. Lodha Excelus, Lower Parel (East),
Mumbai - 400011

Tel: 022-23012518

Email: support@purvashare.com Website: www.purvashare.com

ANNUAL GENERAL MEETING

Date: 30th September, 2019

Time: 10.00 A.M.

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

Forward Looking Statement

In this Annual Report, we might have disclosed forward-looking statements that set out anticipated results based on the management's plans and assumptions. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties, and even inaccurate assumptions. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



ESAR (INDIA) LIMITED

NOTICE IS HEREBY GIVEN THAT THE 67TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ESAR (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 and 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 of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company and holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

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 up to November 03, 2023, be and is hereby approved."

For and on behalf of the Board

Esaar (India) Limited

Sd/-

Raghvendra 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 of 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 favor 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.