

Esaar (India) Limited

CIN: L67120MH1951PLC222871

Regd. Off : 23 - A, 12, Akash C.H.S. Talawad Nagar, Ashok Nagar, Kandivali (E), Mumbai - 400 101.
Tel : + 91 9920619131 • Mail Id : esaarindia@gmail.com • Website : www.esaarindia.com

Date: 14/10/2014

To
Corporate Services
Bombay Stock Exchange Ltd.
Corporate Relationship Dept,
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort, Mumbai – 400 001

BSE CODE: 531502

Sub: Corporate Governance Report for the Quarter Ended 30th September, 2014

Dear Sir,

In terms of Clause 49 of the listing Agreement, we are enclosing herewith corporate Governance Report in the prescribed format for the quarter ended 30th September, 2014 for your information and record.

Thanking you,

Yours faithfully,

For Esaar (India) Ltd



Dheeraj Shah
[Managing Director]



Enc: a/a

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Sub: - Compliance Report on Corporate Governance for the Quarter

Ended 30th September, 2014

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|---|
| I Board of Directors | 49 I | Yes | Constituted as per the provisions of Clause 49I read with the Companies Act, 2013. |
| (A) Composition of Board | 49(IA) | Yes | Composition is as per the provisions of Clause 49(IA) read with the Companies Act, 2013. |
| (B) Non-executive Directors' Compensation & Disclosures | 49 (IB) | Yes | No fees / Compensation paid to Non-Executive Directors, including independent Directors during this Quarter. |
| (C) Other provisions as to Board and Committees | 49 (IC) | Yes | Board Meetings, Memberships or Chairman in committees and the information to be furnished before Board Meetings are as per the provisions of Clause 49(IC) read with the Companies Act, 2013. |
| (D) Code of Conduct | (49 (ID) | Yes | Code of Conduct has been laid down by the board as per the provisions of Clause 49(ID) read with the provisions of Companies Act, 2013. |
| II. Audit Committee | 49 (II) | Yes | Committee formed as per the provisions of Clause 49(II) read with the provisions of Companies Act, 2013. |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | Members of the Audit Committee are as per the provisions of Clause 49(IIA) read with the provisions of Companies Act, 2013. |
| (B) Meeting of Audit Committee | 49 (IIB) | Yes | Meetings of the Audit Committee are conducted as per the provisions of Clause 49(IIB) read with the provisions of the Companies Act, 2013. |
| (C) Powers of Audit Committee 49 (IIC) | 49 (IIC) | Yes | The Powers of audit Committee includes the powers stated under Clause 49(IIC) read with the provisions of the Companies Act, 2013. |
| (D) Role of Audit Committee | 49 II(D) | Yes | The role of the Audit Committee includes the points given under the Clause 49(IID) read with the provisions of the Companies Act, 2013. |
| (E) Review of Information by Audit Committee | 49 (IIE) | Yes | The matters reviewed by Audit Committee include the information given under Clause 49(IIE) read with the provisions of |

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|--|-----------|----------------|---|
| | | | the Companies Act, 2013. |
| III. Subsidiary Companies | 49 (III) | Not Applicable | The Company does not own any Subsidiary Company. |
| IV. Disclosures | 49 (IV) | | The Company has complied with the Disclosures to be made under Clause 49(IV). |
| (A) Basis of Related Party Transactions | 49 (IV A) | Yes | Will be complied in the Annual Report for Financial Year 2014-2015 |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | Yes | The Company is following prescribed Accounting Standards, so there is no different treatment from prescribed Accounting Standards in the preparation of Financial Statements. |
| (C) Board Disclosures - Risk Management | 49 (IV C) | Yes | The Company has complied with the procedures to inform Board members about the risk assessment as per Clause 49(IV C). |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IV D) | Yes | The Company has not raised any Money through preferential issue / Rights issue / public issue during this Quarter. |
| (E) Remuneration of Directors | 49 (IV E) | Yes | Will be complied in the Annual Report for Financial Year 2014-2015 |
| (F) Management | 49 (IV F) | Yes | Management discussion and analysis Report to the shareholders & the other relevant information will be complied in the Annual Report for Financial Year 2014-2015. |
| (G) Shareholders | 49 (IV G) | Yes | The company has been complying with all the provisions given under Clause 49(IVG). |
| V. CEO/CFO Certification | 49 (V) | Yes | Will be complied in the Annual Report for Financial Year 2014-2015. |
| VI. Report on Corporate Governance | 49 (VI) | Yes | Will be complied in the Annual Report for Financial Year 2014-2015. |
| VII. Compliance | 49 (VII) | Yes | Will be complied in the Annual Report for Financial Year 2014-2015. |

For Esaar (India) Limited

Dheeraj Shah

Dheeraj Shah
(M.D. & Compliance Officer)



Place: Mumbai
Date: 13/10/2014