



Auditors Certificate

To
The Board of Directors of
Esaar (India) Limited
204, B-Wing, New Prabhat Chs Ltd,
Chikuwadi, Plot-115, Next to Bisleri Factory,
W. E. Highway, Andheri (East), Mumbai,
Maharashtra - 400099

Independent Auditor's Certificate in terms of sub-para 9(c) of para 1 (A) of Annexure-I of the SEBI Circular No.CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI Circular No. CFD/DIL3/CIR/2018/2 dated January 03, 2018.

At the request of the Esaar India Limited (CIN:L67120MH1951PLC222871) (hereinafter referred to as the "Company"), we, the statutory auditors of the Company, have examined the proposed process of reduction of capital through a Scheme of Arrangement in terms of Section 66, 230 to 232 with reference to applicability or otherwise, of Sub-Para 9(a) of Paragraph 1 (A) of Annexure-I ["paragraph 9(a)"] of Securities and Exchange Board of India (SEBI) Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018 ("hereinafter referred to as "SEBI Circular").

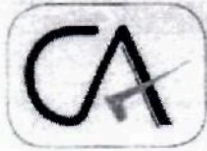
The responsibility for ensuring compliances in connection with proposed process of reduction of capital through a Scheme of Arrangement and related compliances with all the relevant laws and regulations is that of the Board of Directors of the Company. Our responsibility is only to examine the proposed process for reduction of capital through a Scheme of Arrangement and report whether the requirements set out in paragraph 9(a) read with para 9(b) of the SEBI Circular, read with the attached Undertaking (refer Annexure "A") from the Company, are applicable to the proposed process for capital reduction through a Scheme of Arrangement. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We have carried out our examination in accordance with the Guidance Note on Audit Reports and Certificate for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information, explanations and representations given to us, we confirm that to the best of our knowledge, the requirements set out in paragraph 9(a) read with para 9(b) of the SEBI Circular, read with attached Undertaking (Refer Annexure "A") from the Company, are not applicable to the proposed process of reduction of capital through a Scheme of Arrangement.



Harish Arora & Associates
Chartered accountants

CA Harish Arora
M.Com. FCA



A-56, Kumbha Nagar,
Chittorgarh- Rajasthan
Branch- Amet, Rajsamand (Raj.)
+91-94147-34801

This Certificate is issued at the request of the Company pursuant to the requirements of Securities Exchange Board of India (SEBI) Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018 issued under SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 for onward submission to BSE Limited and Reserve Bank of India. This Certificate should not be used for any other purpose without our prior written consent.

For Harish Arora & Associates
Chartered Accountants
FRN: 015226

Harish
Harish Arora
Partner
Mem. No: 407420



Place: Chittorgarh
Date: 01/12/2020
UDIN: 20407420AAAAAP5970



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
E: essarindialtd@gmail.com
T: 022 - 40676000
<http://essaar.in/>

Annexure-A

Sub: Undertaking in relation to non-applicability of requirements prescribed in sub-para 9(b) of para 1(A) of Annexure I ("said para 9(b)") of the SEBI Circular No. CFD/DIL3/CIR/2017 /21 dated 10th March, 2017 ("SEBI Circular") to the draft scheme of reduction of capital between Esaar India Limited ("Company") and its shareholders.

1. Pursuant to the provisions of 66 and 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including amendments, modifications and circulars issued thereunder) and subject to applicable provisions of the Memorandum and Articles of Association of the Company, sanctions and permissions of the BSE Limited, National Company Law Tribunal having jurisdiction over the Company, requisite approvals of the members and other classes of persons, if any, of the Company and statutory /regulatory authorities, as may be required, the draft scheme of arrangement amongst the Company and their respective shareholders ("Scheme") provides for the reduction of share capital of the Company.
2. In connection with the Scheme we undertake that Scheme does not envisage any of the following cases referred in the said para 9(b) of the SEBI Circular:
 - (a) Allotment of any additional shares to Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary(s) of Promoter/Promoter Group of the listed company;
 - (b) The Scheme of Arrangement involves the listed company and any other entity involving Promoter /Promoter Group, Related Parties of Promoter /Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary(s) of Promoter /Promoter Group;
 - (c) Acquisition of the equity shares of the subsidiary by the parent listed company, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter/Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/Promoter Group, Subsidiary(s) of Promoter/ Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the Scheme of Arrangement; - Not Applicable because this is a scheme of reduction of capital and not a scheme of merger or acquisition or amalgamation.
 - (d) The Scheme involving merger of an unlisted entity results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the merged entity;

- (e) The Scheme involves transfer of whole or substantially the whole of the undertaking of the listed entity and the consideration for such transfer is not in the form of listed equity shares;
3. The Company hereby states that the conditions prescribed in the said para 9(b) of the SEBI Circular (in relation to approval of the Scheme by majority of the public shareholders) are not applicable to the proposed Scheme based on the following grounds:
- (a) The Scheme does not envisage allotment of any additional shares to Promoter I Promoter Group, Related Parties of Promoter I Promoter Group, Associates of Promoter I Promoter Group, Subsidiary/s) of Promoter I Promoter Group of the Company.
- (b) The Scheme involves only the Company and no other group company. The Scheme envisages only reduction of share capital and writing it off against the accumulated losses of the Company. It has no benefit or loss to the Promoters / Promoter Group of the Company as envisaged in sub-para 9(b)(ii)/ 9(b)(iii). In such a case, the benefit if any can arise to the Company only. Such a benefit would be to the advantage of all shareholders of the Company. The objective of safeguarding the interest of the minority shareholder; [the purpose behind sub-para 9 including the sub-para 9(B)(ii)/9(B) (iii)] would not apply to such a case.
- (c) The Scheme only involves reduction of share capital of the Company and does not involve merger of an unlisted entity with the Company that will result in the reduction in the voting share of the pre Scheme public shareholders of the Company by more than 5%.
- (d) The Scheme does not involve transfer of the whole or substantially the whole of the undertaking of the Company.

accordingly, we submit that the requirements prescribed in the said para 9(b) of the SEBI Circular are not applicable in relation to the said Scheme

For Esaar India Limited


Raghvendra Kumar
WTD & CFO
DIN: 08126531



Place: Mumbai
Date: 15/09/2020


CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S. ESAAR (INDIA) LIMITED AT ITS MEETING HELD ON SATURDAY, JANUARY 09, 2021 AT 04:00 P.M. AT CORPORATE OFFICE UNIT NO.402, KANAKIA SPACES, WESTERN EDGE 1, WESTERN EXPRESS HIGHWAY, BORIVALI (EAST), MUMBAI - 400066

TO APPROVE THE AUDITOR'S CERTIFICATE FOR THE SCHEME OF REDUCTION OF CAPITAL OF THE COMPANY:

“RESOLVED THAT as per the Para No. (1) (A) (9) (a) of Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and as placed before the Board, the Board be and hereby approves the Certificate of Independent Auditor received from M/s. Harish Arora & Associates, Chartered Accountants on December, 2020.

//CERTIFIED TO BE TRUE//

FOR ESAAR (INDIA) LIMITED


Raghvendra Kumar
(Director)
DIN: 08126531



Place: Mumbai
Date: 01/02/2021