

BOARD REPORT

Dear Members,

Your Directors have pleasure in presenting this Annual report on the affairs of the Company together with the Audited Statement of Accounts for the year ended on 31st March, 2021.

1. Financial Summary or performance of the company:

The Company's financial performance for the year ended March 31st, 2021:

| Particulars | (In Rs.) | |
|---|--------------------------|--------------------------|
| | Year ended 31.03.2021 | Year ended 31.03.2020 |
| Turnover | 25,49,57,15,119/- | 19,28,43,07,621/- |
| Other Income | 9,69,81,713/- | 13,24,83,658/- |
| Total Income | 25,59,26,96,832/- | 19,41,67,91,280/- |
| | | |
| Total Expenses | 24,05,48,67,881/- | 18,25,77,30,958/- |
| | | |
| Profit/Loss before tax | 1,53,78,28,951/- | 1,15,90,60,322/- |
| Less: Current tax | 39,62,81,085/- | 28,71,15,642/- |
| Less: Deferred tax | 1,51,27,253/- | 90,87,473/- |
| Income Tax of earlier years (after Tax) | (23,77,409)/- | 93,46,015/- |
| | | |
| Profit for the year | 1,12,87,98,021/- | 85,35,11,191/- |

2. State Of Company's Affairs And Future Outlook

During the financial year, your Company has registered total revenue from operation of Rs. 25,49,57,15,119/- as compared to Rs. 19,28,43,07,621/- in the previous year, showing an Increase in Revenue of Rs. 6,21,14,07,498/-.

The Profit for the year (after tax) is Rs. 1,12,87,98,021/- as compared to Rs. 85,35,11,191/- in the previous year showing increase in Profit of Rs. 27,52,86,830/-.

3. Organizational Resilience & Combating Covid-19:

In these difficult times of the Covid-19 pandemic, resilience for an organization is paramount. During the year, the Company focused on achieving its business goals hand-in-hand with improving cash from operations and cutting costs. Necessary efforts were made towards business continuity and resilience.



During the hard times of COVID – 19 pandemics, the Company continued extending its support to the office-based employees who sustained the practice of remote working/working from home with the help of adequate digital and other assistance and those working from other locations ensured undertaking utmost care and precaution at all times.

4. Consolidated Financial Statements:

The Consolidated Financial Statements of the Company and its subsidiary is prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'). The Audited Consolidated Financial Statements together with the Auditor's Report thereon forms part of this Annual Report. The Annual Financial Statements of the subsidiary and related detailed information will be made available to Members seeking information till the date of the AGM.

5. Reserves:

The Accounting Standards permit that the amount that stands at profit after tax / loss are included in reserves & surplus schedule and hence the company has not transferred any amount to its General Reserve.

6. Dividend:

The Company has declared dividend on its preference shares amounting to Rs. 97,80,000/-

7. Transfer Of Unclaimed Dividend To Investor Education And Protection Fund:

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend unclaimed last year.

8. Material Changes between the date of the Board report and end of financial year:

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

9. Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

M. V. Vaidya



Eagle Nest
Bk.No. 758,
Behind Chopra
Court
ULHASNAGAR-3

10. Share Capital:

The paid up Equity share capital as at March 31, 2021 was Rs. 40,22,00,000/- (Rupees Forty Crores Twenty Two Lakhs Only) & The paid up Preference share capital as at March 31, 2021 was Rs. 16,30,00,000/- (Rupees Sixteen Crores Thirty Lakhs Only)

During the year under review the Company has not issued shares of following classes given below.

- A) Issue of Equity shares with differential rights
- B) Issue of sweat Equity shares
- C) Issue of employee stock options
- D) Provision of money by Company for purchase of its own shares by employees or by trustees for the benefit of employees.
- E) Issue of Bonus Shares

11. Holding / Subsidiary / Associate Companies:

As on March 31, 2021, the Company has below mentioned Subsidiary Companies, Associate Companies and Partnerships.

| Sr. no. | Name of Company / Joint Venture | Holding % | Nature |
|---------|---|-----------|-------------------|
| 1 | Eagle Deep Infra India Limited | 51% | Subsidiary of EIL |
| 2 | Eagle Deep Kolaghat Haldia OMT Private Limited | 72% | Subsidiary of EIL |
| 3 | Eagle Deep Trichy Bypass Tollways Private Limited | 80% | Subsidiary of EIL |
| 4 | Eagle Infra Private Limited | 100% | Subsidiary of EIL |
| 5 | Eagle Infra Projects India Limited | 60% | Subsidiary of EIL |
| 6 | Eagle Regency Highways Private Limited | 65% | Subsidiary of EIL |
| 7 | Eagle Thane Strickers Private Limited | 86% | Subsidiary of EIL |
| 8 | Eagle Wardha Highways Private Limited | 100% | Subsidiary of EIL |
| 9 | Tecton Eagle India Private Limited | 51% | Subsidiary of EIL |
| 10 | Eagle Shri Shri Jamner Private Limited | 50% | Associate of EIL |
| 11 | Nasik Sinner Tollways Limited | 49% | Associate of EIL |
| 12 | Parshuram Ghat Arawali Highways Private Limited | 50% | Associate of EIL |
| 13 | Rajpath Infracon NH-6 Pkg - I Pvt Ltd. | 26% | Associate of EIL |
| 14 | Rajpath Infracon NH-6 Pkg - II Pvt Ltd. | 26% | Associate of EIL |



| | | | |
|----|-----------------------|-----|--|
| 15 | MBZ - EIL JV | 99% | Joint Venture |
| 16 | Eagle Construction JV | 50% | Joint Venture |
| 17 | Eagle Lanco JV | 99% | Joint Venture |
| 18 | Adityaraj Builders | 10% | Partnership Firm in which EIL is a partner |

12. Extract Of Annual Return:

Pursuant to amendments in Sections 92, 134(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, requirement of the extract of Annual Return in Form MGT-9 is dispensed with.

Henceforth Copy of the annual return will be available on the website of the Company viz; <http://www.eagleinfraindia.com> and at registered office of the company to the Members seeking information.

13. Reporting Of Frauds By Auditors:

During the year under review, no instances of fraud were reported by the Statutory Auditor of the Company under section 143 (12) of the Companies Act, 2013.

14. Statutory Auditor & Audit Report:

Vishal N Ahuja & Associates, Chartered Accountants, statutory auditors of the Company having registration number 123853W shall hold office until the conclusion of AGM to be held for financial year 2021-2022. There are no qualifications or observations or remarks made by the Auditors in their Report.

15. Board's Comment on Auditor's Report:

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not call for any further comment.

16. Change in the nature of business:

The Company has not changed its nature of Business during the Year.

17. Compliance of Secretarial Standard:

The company has complied with all the applicable compliances of Secretarial Standard.



18. Details of directors or key managerial personnel:

The directors of the company as on 31.03.2021 were as below:

| Sr. No. | Name of the Director | DIN / PAN | Designation & Category |
|---------|--------------------------------|------------|-----------------------------|
| 1. | UDHAV MOHANDAS RUPCHANDANI | 00159620 | PROMOTER, MANAGING DIRECTOR |
| 2. | SHANKAR MOHANDAS RUPCHANDANI | 00159749 | DIRECTOR |
| 3. | RAJKUMAR MOHANDAS RUPCHANDANI | 00603005 | NON-EXECUTIVE DIRECTOR |
| 4. | RANJIT MOHANDAS RUPCHANDANI | 00603029 | DIRECTOR |
| 5. | MANISH UDHAV RUPCHANDANI | 00603046 | DIRECTOR |
| 6. | VICKY UDHAV RUPCHANDANI | 00603069 | DIRECTOR |
| 7. | JYOTI UDHAV RUPCHANDANI | 07444918 | DIRECTOR |
| 8. | SUNIL SHAMLAL TALREJA | 07723892 | INDEPENDENT DIRECTOR |
| 9. | PURSHOTAM KISHINCHAND KHATWANI | 07726815 | INDEPENDENT DIRECTOR |
| 10. | MUKHERJEE PRITHWIRAJ | AXNPP1313P | CFO |
| 11. | BINAL HARISHBHAI KOTHARI | BTKPK4876Q | COMPANY SECRETARY |

Change in directorship during the Financial year 2020-21:-

| Name | DIN | Nature of change | Designation | Date |
|-------------------------------|----------|-----------------------|------------------------|------------|
| RAJKUMAR MOHANDAS RUPCHANDANI | 00603005 | Change In Designation | NON-EXECUTIVE DIRECTOR | 04/03/2021 |



Further to Note that, During the Financial Year 2021-22, Mr. Prithwiraj Mukherjee has tendered his resignation from the post of CFO vide dated 15th July 2021. In the month of August on the recommendation of Nomination and Remuneration Committee and considering the willingness, Once again Mr. Prithwiraj Mukherjee has been appointed freshly as the CFO of the Company w.e.f. 25th August' 2021.

19. Deposits:

The Company has not invited / accepted any deposits from the public during the year ended on March 31, 2021. There were no unclaimed or unpaid deposits as on March 31, 2021.

20. Internal Financial Control:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

21. Cost Audit:

The provision of Cost audit as per section 148 of the Companies Act, 2013 is applicable to the company and The Board has appointed to SIVALINGAM & CO having FRN: 100949, as Cost Auditors for conducting the audit of cost records of products and services of the Company for the financial year 2020- 21 as per Section 148 of the Act read with the Companies (Cost Records and Audit) Rules 2014.

22. Secretarial Audit and Report:

M/s. Parth Nair and Associates, Company Secretary in practice have been appointed as Secretarial Auditor to conduct the secretarial Audit. They have confirmed their eligibility for appointment under the provisions of section 204 of the Companies Act, 2013.

The Secretarial Audit Report for the financial year ended 31st March, 2021 is annexed herewith as **MR-3 Form**.

The Secretarial audit report for the financial year 31st March 2021 does not contain any reservation, qualification or adverse remark.

23. Conservation of energy, technology absorption, foreign exchange earnings and outgo:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014 is annexed herewith as **(ANNEXURE - I)**.



24. Corporate Social Responsibility:

As per Companies Act, 2013, all the Companies having net worth of Rs. 500 crore or more, or a turnover of Rs. 1000 crores or more or net profit of Rs. 5 crores or more during any financial year are required to constitute a CSR Committee comprising three or more Directors, atleast one of whom should be independent Director. All such Companies are required to spend 2% of the average profits of last three preceding financial years on CSR activities.

The Company has adopted its CSR initiatives during the financial year ended 31st March, 2021, the Company incurred CSR expenditure of Rs.1,59,63,400/- (One Crore Fifty Nine Lakhs Sixty Three Thousand and Four Hundred Only).

The Company's CSR initiatives were as per the CSR Policy of the Company available at the registered office of the company and in accordance with Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 and details of the same is set out in amended Annual Report on CSR Activities (**ANNEXURE – II**)

The Company has constituted a Corporate Social Responsibility ("CSR") Committee and CSR Policy of the Company in line with the provision of Section 135 of the Act.

During the year under review, 1 Meetings of the Committee were held. The constitution of the Corporate Social Responsibility ("CSR") Committee is as under:

- a) UDHAV MOHANDAS RUPCHANDANI
- b) MANISH RUPCHANDANI
- c) SUNIL TALREJA

* The policy can be accessed on the Company's website at <http://www.eagleinfraindia.com>.

25. Number of meetings of the Board:

The Board of Directors met 42 (Forty-Two) times during the Financial Year ended 31st March, 2021 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

26. Directors' Responsibility Statement:

Pursuant to the requirement under section 134(3)(C) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) in the preparation of the annual accounts for the financial year ended 31st March, 2021, the applicable accounting standards had been followed along with proper explanation relating to material departures;



- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2021 and of the profit of the company for that period;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the directors had prepared the annual accounts on a going concern basis; and
- (v) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

27. Declaration by Independent Directors:

Pursuant to Section 149(6) of the Companies Act, 2013 each of the Independent Directors of the Company has given his declaration in the Board Meeting confirming that they meet the criteria of independence. All the Independent Directors of the Company at the time of their first appointment to the Board and thereafter, at the first meeting of the board in every financial year, give a declaration that they meet with the criteria of Independence as provided under section 149(6) of the Companies Act, 2013.

In compliance with the rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the independent directors of our company have to register/renew themselves with the Indian Institute of Corporate Affairs. Since All of the independent directors of our Company have served as directors in our unlisted public company having a paid-up share capital of Rs. 10 crore or more for a period not less than 3 years, so they are exempted from the requirement to undertake the online proficiency self-assessment test conducted by IICA and as per rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

28. Statement Regarding Opinion of The Board with Regard To Integrity, Expertise And Experience (Including The Proficiency) Of The Independent Directors Appointed During The Year:

Since there were no Independent Directors appointed during the year, statement under Rule 8 (5) Companies (Accounts) Rules, 2014 is not required.

29. Statement on Annual Evaluation made by the Board:

A formal evaluation of the Board, its committees and of the individual Director is one potential effective way to respond to the demand for greater Board's accountability and

The block contains a handwritten signature in blue ink, which appears to be 'M. S. Wadhwa'. To the right of the signature is a circular purple stamp. The text inside the stamp reads: 'EAGLE NEST INDIA LTD.', 'Eagle Nest', 'Bk.No. 758,', 'Behind Chopra', 'Court', and 'VILHASNAGAR-3'.

effectiveness. The effectiveness and performance of the Board, its committee and its members are evaluated and measured, considering the following parameters: -

- a. Performance of the Board/Committee against the performance benchmark set.
- b. Overall value addition by the discussions taking place at the Board meetings/Committee meetings.
- c. The regularity and quality of participation of the individual director in the deliberation of the Board and its Committees, close monitoring of the various actions taken for the implementation of the Board's decision.

30. Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178:

The remuneration paid to Directors is in accordance with Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013.

The NRC Committee comprises of the Independent/Non-Executive Directors of the Company under the Chairmanship of Mr. Purshotam K Khatwani. The other Independent / Non-Executive Directors of the Committee are:

1. Rajkumar Mohandas Rupchandani, Non-Executive Director
2. Sunil Shamlal Talreja, Independent Director

The Committee met four times during the financial year 2020-2021. The Nomination & Remuneration Committee considering the requirement of the skill sets on the Board, integrity of the persons having standing in their respective field/profession and who can effectively contribute to the Company's business and policy decisions, recommend the appointment to the Board for approval. The Committee has approved a policy with respect to the appointment and remuneration of the Directors and Senior Management personnel.

The objectives of this policy are:

- (i) To create a transparent system of determining the appropriate level of remuneration throughout all levels of the Company;
- (ii) Encourage people to perform to their highest level;
- (iii) Allow the Company to compete in each relevant employment market;
- (iv) Provide consistency in remuneration throughout the Company;
- (v) Align the performance of the business with the performance of key individuals and teams within the Company;
- (vi) Long term value creation; and
- (vii) To attract and retain the best professionals.

*The policy can be accessed on the Company's website at <http://www.eagleinfraindia.com>.



31. Composition of Audit Committee:

In compliance with the requirement of Section 177, as applicable to the Company, the Board of Directors has constituted Audit Committee. The members of the Audit Committee possess financial/accounting expertise/exposure. The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. Apart from the matters provided under Section 177(4) of the Companies Act, 2013, the Audit Committee also review the significant legal cases pending and all material developments are reported to the Board.

The Audit Committee comprises of the Independent/Non-Executive Directors of the Company under the Chairmanship of Mr. Udhavdas Mohandas Rupchandani. The other Independent / Non-Executive Directors of the Committee are:

3. Purshotam K Khatwani, Non-Executive Director
4. Sunil Shamlal Talreja, Independent Director

For the financial year 2020-2021, the Audit Committee met four times.

The recommendations given by the Audit Committee are considered and reviewed by the members of the Board of the Company. However, there is no such case where the Board dissented or did not accept the recommendation of the Audit Committee.

32. Particulars of loans, guarantees or investments under section 186:

During the financial year 2020-21, the Company has advanced loans / given guarantees / made investments falling under the purview of Section 186 of the Companies Act, 2013.

33. Particulars of Employee:

During the year under review, pursuant to Rule 5(2) Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, no employee:

- (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees;
- (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month;
- (iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.



34. Related Party Transactions:

During the year under review, the Company has entered into various Related Parties Transactions as defined under Section 188 of the Companies Act, 2013 with related parties as defined under Section 2 (76) of the said Act. Further all the necessary details of transaction entered with the related parties are attached herewith in form no. AOC-2 for your kind perusal and information (**ANNEXURE – III**)

35. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its committees.

At the meeting of the Board all the relevant factors that are material for evaluating the performance of individual Directors, the Board and its various committees were discussed in detail. Various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance etc. were taken into consideration.

A separate exercise was carried out to evaluate the performance of individual Directors, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the independent Directors was carried out by the entire Board.

36. Obligation Of Company Under The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013:

In order to prevent sexual harassment of women at work place, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013 is taken into consideration. Under the said Act every Company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

M. N. S.
Ulhasnagar



EAGLE NEST INFRA INDIA LTD.
Eagle Nest
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ULHASNAGAR-3

37. Acknowledgments:


Your Directors would like to thank all stakeholders viz., customers, shareholders, dealers, suppliers, bankers, employees and all other business associates for the continuous support given by them to the Company and its Management. The Directors regret the loss of life due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic.

Your Directors acknowledge the support and co-operation received from the employees and all those who have helped in the day to day management.

FOR EAGLE INFRA INDIA LIMITED



UDHAV RUPCHANDANI
MANAGING DIRECTOR
DIN: 00159620



MANISH RUPCHANDANI
DIRECTOR
DIN: 00603046

DATE: 25th September, 2021

PLACE: Ulhasnagar



ANNEXURE – I

Information under Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) the Companies (Accounts) Rules, 2014 and forming part of the Report of the Directors:

A. CONSERVATION OF ENERGY-

- (i) the steps taken or impact on conservation of energy: NIL
- (ii) the steps taken by the company for utilizing alternate sources of energy: NIL
- (iii) the capital investment on energy conservation equipments: NIL

B. TECHNOLOGY ABSORPTION-

- (i) the efforts made towards technology absorption: NIL
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution: NIL
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- : NIL
- (iv) the expenditure incurred on Research and Development: NIL

C. FOREIGN EXCHANGE EARNINGS AND OUTGO-

| For the period ended on 31 st March, | 2021 (in Rs.) | 2020 (in Rs.) |
|---|---------------|---------------|
| Foreign Exchange Earning | | |
| Export | - | - |
| Exchange Fluctuation | - | - |
| Commission Recd. | - | - |
| Foreign Exchange Outgo | | |
| Capital Products | - | - |
| Spares | - | - |
| Other Expenses | - | - |

FOR EAGLE INFRA INDIA LIMITED

Udhav

UDHAV RUPCHANDANI
MANAGING DIRECTOR
DIN: 00159620

Manish

MANISH RUPCHANDANI
DIRECTOR
DIN: 00603046

DATE : 25th September, 2021

PLACE: Ulhasnagar



ANNEXURE - II

FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT FOR FINANCIAL YEAR COMMENCING ON OR AFTER 1ST DAY OF APRIL, 2020

- 1. Brief outline on CSR Policy of the Company:** This Corporate Social Responsibility Policy ("the CSR Policy") has been framed by EAGLE INFRA INDIA LIMITED (the Company) in accordance with the Section 135, Schedule VII of the Companies Act, 2013 and CSR Rules issued by the Ministry of Corporate Affairs on February 27, 2014 & amended 22nd January 2021.

Unless the context otherwise requires, the definitions mentioned in the notification dated February 27, 2014 and amended 22nd January 2021 and Companies Act 2013, shall apply to this CSR Policy.

The management of the EAGLE INFRA INDIA LIMITED expresses its willingness and support to the CSR concept, its legal framework and shall be abided to it.

- 2. Composition of CSR Committee:**

| SR. No. | Name of Director | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---------|----------------------------|--------------------------------------|--|--|
| 1. | UDHAV MOHANDAS RUPCHANDANI | Executive Director | 1 | 1 |
| 2. | MANISH RUPCHANDANI | Executive Director | 1 | 1 |
| 3. | SUNIL TALREJA | Independent Director | 1 | 1 |

- 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.**
The CSR policy may be accessed at the registered office of the company and at company's website <http://www.eagleinfraindia.com>.
- 4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). - Not Applicable**
- 5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any- Not Applicable**

| Sl. No. | Financial Year | Amount available for set-off from preceding financial years (in Rs) | Amount required to be set-off for the financial year, if any (in Rs) |
|---------|----------------|---|--|
| 1. | | | |
| 2. | | | |
| 3. | | | |
| | Total | | |

- 6. Average net profit of the company as per section 135(5) - Rs. 79,81,69,517/-**
- 7. (a) Two percent of average net profit of the company as per section 135(5) - Rs. 1,59,63,390.33/-**

(b) Surplus arising out of the CSR projects or programmers' or activities of the previous financial years. - NIL

(c) Amount required to be set off for the financial year, if any - NIL

1. (d) Total CSR obligation for the financial year (7a+7b- 7c). - Rs. 1,59,63,390.33/-.

2. (a) CSR amount spent or unspent for the financial year:

| | | | | | |
|---|--|-------------------|--|---------|-------------------|
| Total Amount Spent for the Financial Year. (inRs.) | Amount Unspent (in Rs.) | | | | |
| | Total Amount transferred to Unspent CSR Account as per section 135(6). | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5). | | |
| | Amount. | Date of transfer. | Name of the Fund. | Amount. | Date of transfer. |
| Rs. 1,59,63,400 | Nil | NA | NA | Nil | NA |

(b) Details of CSR amount spent against ongoing projects for the financial year: **Not Applicable**

| 1 | 2 | 3 | 4 | 5 | | 6 | 7 | 8 | 9 | 10 | 11 | |
|---------|---------------------|---|------------------------|-------|----------|------------------|---|---|---|--|------|--|
| Sr. No. | Name of the Project | Item from the List of Activities in Schedule VII to the Act | Local Area (Yes/No) | State | District | Project Duration | Amount Allocated for the Project (in Rs.) | Amount Spent in the Current Financial Year (in Rs.) | Amount Transferred to unspent CSR Account for the Project as per Sec 135(6) (inRs.) | Mode of Implementation - Direct (Yes/ No) | Name | Mode of Implementation - Through Implementing Agency CSR Registration No. |
| 1 | | | | | | | | | | | | |
| 2 | | | | | | | | | | | | |
| | | Total | | | | | | | | | | |



(C) Details of CSR amount spent against **other than ongoing projects** for the financial year:

| 1 | 2 | 3 | 4 | 5 | | 6 | 7 | 8 | |
|---------|--|---|---------------------|-------------------------|----------------|---|--|--|----------------------|
| Sr. No. | Name of the Project | Item from the List of Activities in Schedule VII to the Act | Local Area (Yes/No) | Location of the Project | | Amount Spent in the Current Financial Year (in Rs.) | Mode of Implementation - Direct (Yes/No) | Mode of Implementation - Through Implementing Agency | |
| | | | | State | District | | | Name | CSR Registration No. |
| 1 | Vocational Training for reaching to unreach ed | Clause (ii) Promoting education | No | Gujarat | Surendra nagar | 1,59,63,400 | Yes | Shri Jagatbharti Education & Charitable Trust | |
| | Total | | | | | 1,59,63,400 | | | |

(d) Amount spent in Administrative Overheads - **Not Applicable**

(e) Amount spent on Impact Assessment, if applicable - **Not Applicable**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) - 1,59,63,400

(g)

| Sl. No. | Particular | Amount (in Rs.) |
|---------|---|---|
| (i) | Two percent of average net profit of the company as per section 135(5) | Rs. 1,59,63,390.33/- |
| (ii) | Total amount spent for the Financial Year | 1,59,63,400 |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | Rs. 10/- * The Company has spent in excess of the mandatory requirement under the Companies Act, 2013 |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | Nil |
| (v) | Amount available for set off in succeeding financial years[(iii)-(iv)] | Nil |

M. J. Kelkar

3. (a) Details of Unspent CSR amount for the preceding three financial years: **Not Applicable**

| Sl. No. | Preceding Financial Year. | Amount transferred to Unspent CSR Account under section 135 (6) (inRs.) | Amount spent in thereport ing Financial Year (inRs.). | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any. | Name of the Fund | Amount (in Rs). | Date of transfer . | Amount remaining to be spent in succeeding financial Year (in Rs.) |
|---------|---------------------------|---|---|--|------------------|-----------------|--------------------|--|
| 1. | 2019-20 | Nil | Nil | NA | NA | Nil | NA | - |
| 2. | 2018-19 | Nil | Nil | NA | NA | Nil | NA | - |
| 3. | 2017-18 | Nil | Nil | NA | NA | Nil | NA | - |
| | Total | | | | | | | |

(b) Details of CSR amount spent in the financial year for **ongoing projects** of the preceding financial year(s): **Not Applicable**

| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
|---------|-------------|----------------------|--|-------------------|--|---|--|--|
| Sl. No. | Project ID. | Name of the Project. | Financial Year in which the project was commenced. | Project duration. | Total amount allocated for the project (in Rs.). | Amount spent on the project in the reporting Financial Year (inRs). | Cumulative Amount spent at the end of reporting financial Year (n Rs.) | Status of the Project (Completed/ Ongoing) |
| 1. | | | | | | | | |
| 2. | | | | | | | | |
| 3. | | | | | | | | |
| | Total | | | | | | | |

1. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details). **Not Applicable**

- Date of creation or acquisition of the capital asset(s).
- Amount of CSR spent for creation or acquisition of capital asset.
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).



2. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). - **Not Applicable**

FOR EAGLE INFRA INDIA LIMITED

Udhav

UDHAV RUPCHANDANI
MANAGING DIRECTOR
DIN: 00159620

Manish

MANISH RUPCHANDANI
DIRECTOR
DIN: 00603046

DATE: 25-09-2021

PLACE: ULHASNAGAR



ANNEXURE- III

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of Contracts or arrangements or transactions not at arm's length basis:

The Company **has not** entered into any contract or arrangement or transaction with the related parties which is not at arm's length during the year 2020-21.

2. Details of Contracts or arrangements or transactions at arm's length basis

| Name(s) of the related party and nature of relationship: | Nature of Contracts/arrangements/transactions | Duration of Contracts/arrangements/transactions | Salient terms of the contracts or arrangements or transactions including the value, if any | Date(s) of approval by the Board, if any: | Amount paid as advances |
|---|---|---|--|---|-------------------------|
| Eagle Infra Private Limited- Subsidiary of EIL | REVENUE FROM GOODS AND SERVICES | Ongoing | Revenue amounting to Rs.1,01,20,29,694/- | 06/04/2020 | - |
| Eagle Wardha Highways Private Limited - Subsidiary of EIL | REVENUE FROM GOODS AND SERVICES | Ongoing | Revenue amounting to Rs.27,56,59,425/- | 06/04/2020 | - |
| Tecton Eagle India Private Limited - Subsidiary of EIL | REVENUE FROM GOODS AND SERVICES | Ongoing | Revenue amounting to Rs.63,35,42,011/- | 06/04/2020 | - |
| Eagle ShriShri Jamner Private Limited - Associate of EIL | REVENUE FROM GOODS AND SERVICES | Ongoing | Revenue amounting to Rs. 28,60,79,779/- | 06/04/2020 | - |
| Parsuram Arawali Highways Private Limited- Associate of EIL | REVENUE FROM GOODS AND SERVICES | Ongoing | Revenue amounting to Rs.22,37,33,890/- | 06/04/2020 | - |

M. Wilbur


| | | | | | |
|---|---------------------------------|---------|--|------------|---|
| ECA Infrastructure Private Limited - Associate of Subsidiary of EIL | REVENUE FROM GOODS AND SERVICES | Ongoing | Revenue amounting to Rs. 14,15,64,952/- | 06/04/2020 | - |
| MBZ EIL JV - Joint Venture | REVENUE FROM GOODS AND SERVICES | Ongoing | Revenue amounting to Rs. 61,56,55,238/- | 06/04/2020 | - |
| Eagle Construction JV - Joint Venture | REVENUE FROM GOODS AND SERVICES | Ongoing | Revenue amounting to Rs. 2,32,50,985/- | 06/04/2020 | - |
| Eagle Lanco JV - Joint Venture | REVENUE FROM GOODS AND SERVICES | Ongoing | Revenue amounting to Rs. 1,08,77,21292/- | 06/04/2020 | - |

FOR EAGLE INFRA INDIA LIMITED

Udhav

UDHAV RUPCHANDANI
MANAGING DIRECTOR
DIN: 00159620

Manish

MANISH RUPCHANDANI
DIRECTOR
DIN: 00603046

DATE: 25th September, 2021

PLACE: Ulhasnagar





Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Board of Directors and Members,
EAGLE INFRA INDIA LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **EAGLE INFRA INDIA LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **EAGLE INFRA INDIA LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **EAGLE INFRA INDIA LIMITED** ("The Company") for the financial year ended on 31st March, 2021, to the extent applicable to the company according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
- f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

All the aforesaid sub-clauses are not applicable to the Company

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with the Stock Exchange(s);

The Company is not listed on any Stock Exchange

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

We further report that the Company has, in our opinion, complied with the Rules made under Companies Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs from time to time and the Memorandum and Articles of Association of the Company, with regard to:

- a) maintenance of various statutory registers and documents and making necessary entries therein;
- b) closure of the Register of Members.
- c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d) service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e) notice of Board meetings and Committee meetings of Directors;
- f) the meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g) minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- h) approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- j) constitution of the Board of Directors / Committee(s) of Directors with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The



- changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- k) payment of remuneration to Directors including the Managing Director,
 - l) appointment and remuneration of Auditors;
 - m) transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
 - n) declaration and payment of dividends;
 - o) transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;
 - p) borrowings and registration, modification and satisfaction of charges wherever applicable;
 - q) investment of the Company's funds including investments and loans to others;
 - r) form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
 - s) Directors' report;
 - t) contracts, common seal, registered office and publication of name of the Company; and
 - u) Generally, all other applicable provisions of the Act and the Rules made under the Act.

We further report that:

- _ The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- _ Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- _ Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- _ The Company has obtained all necessary approvals under the various provisions of the Act; and
- _ There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act on the Company, its Directors and Officers.
- _ The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



No other specific non compliances/observations/audit qualification, reservation or adverse remarks were observed.

We further report that during the audit period:

- 1) The Audit Committee and the Board of Directors have approved all the Related Party Transaction. In view of the Board, all the transactions with Related Parties are at Arm's Length Price.
- 2) The Company has not accepted any deposits from the public to the extent notified, accordingly no return of deposit has been filed by the Company during the current year for the same.



Parth Nair
Parth Nair & Associates
Company Secretary in Practice
M. No. - A46802
C.P.No.: 17278
UDIN: A046802C001006521