

zandu realty limited

CIN: L24239WB1919PLC136397

Regd Off : Emami Tower, 2nd Floor, 687, Anandapur, E. M. Bypass, Kolkata-700107

☎ 033 66136264; 📠 033 6613 6249; ✉ investors@emamirealty.com

Website: www.emamirealty.com

NOTICE

NOTICE is hereby given that the 95th Annual General Meeting of the Members of Zandu Realty Limited will be held at Emami Tower, 687 Anandapur, E.M. Bypass, Kolkata – 700 107 on 5th September, 2014 at 3.15 P.M. to transact the following businesses :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2014 together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sandeep Jhunjhunwala (DIN: 06433099), who retires by rotation and being eligible, offer himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and Rules made thereunder and pursuant to the recommendations of Audit Committee of the Board of Directors, M/s. S. K. Agrawal & Co., Chartered Accountants (Registration No. 306033E), be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the next AGM of the Company at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of traveling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS

4. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :**
“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Abhijit Datta (DIN: 00790029), Independent Director of the Company whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company designated as Chairman, to hold office for a term upto March 31, 2019 and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation.”
5. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :**
“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Hari Mohan Marda (DIN: 00855466), Independent Director of the Company whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto March 31, 2019 and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation.”
6. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :**
“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Aditya Poddar (DIN:00646898), Independent Director of the Company whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto March 31, 2019 and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Amar Bhalotia (DIN:00642662), Independent Director of the Company whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto March 31, 2019 and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation.”

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

“RESOLVED THAT in supersession of all earlier resolution passed under Section 293(1)(d) of the Companies Act, 1956 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies in any form from one or more bodies corporate, banks, financial institutions, or from other entity by way of advances, loans, debentures/ bonds or any other security(ies) or otherwise and whether secured or unsecured, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not, at any time, exceed the limit of ₹ 200 Crores.

RESOLVED FURTHER THAT the “Board” or any person nominated by the “Board” be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution and/or to execute all such documents, instruments and writings as may be required.”

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in supersession of resolution passed on 17th July, 2012 by postal ballot under section 372A of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof/ or any Director duly authorized in this respect by the Board), to acquire, by way of subscription, purchase, conversion or otherwise, the Equity Shares, Preference Shares, Bonds & Debentures (whether redeemable, convertible or non-convertible) or any other securities of any body corporate or company or any other entity or by contribution to the capital of LLPs in one or more tranches, in excess of the 60% of the aggregate of the paid-up share capital and free reserves or 100% of the free reserves of the Company on such terms and conditions as the ‘Board’ may in its absolute discretion deem beneficial and in the interest of the Company provided that the maximum aggregate amount together with the existing investments, shall not exceed ₹ 225 Crores at any time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the ‘Board’ be and is hereby authorised to negotiate the terms and conditions and all other related matters in connection with above and to finalize, settle and execute such documents/ deeds / papers as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to the Director(s) of the Company or any person nominated by Directors and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental in this respect.”

Place : Kolkata
Date : May 21, 2014

By Order of the Board
Anand R. Mundra
CEO-Commercial & Company Secretary

NOTES :

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the Company. The instrument appointing a proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Businesses is annexed hereto and forms part of this Notice.
4. Pursuant to the provision of section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from 1st day of September, 2014 to 5th day of September, 2014, (both days inclusive).
5. A statement containing details of the Directors seeking appointment/re-appointment at the Meeting as required under Clause 49 of the Listing Agreement is annexed.
6. As an austerity measure, copies of the Annual Report will not be distributed at the Meeting; members are requested to bring their copies to the Meeting.
7. Members are requested to intimate to the Company queries, if any, regarding the Audited Accounts at least ten days before the Meeting to enable the Management to keep the information ready at the Meeting.
8. Members / Proxies are requested to bring their Attendance Slip sent herewith, duly filled in, for attending the Meeting.
9. Pursuant to section 205C of the Companies Act 1956, the amount of dividend remaining unclaimed /unpaid for seven years shall be transferred to the Investors' Education and Protection Fund when the same becomes due. Members who have not yet en-cashed dividend warrants/cheques are requested to make their claim with the Registrar & Share Transfer Agent, M/S Maheswari Datamatics Private Limited, 6 Mangoe Lane, 2nd Floor, Kolkata-700001
10. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
11. Electronic copy of the Annual Report for 2013-14 and Notice of the 95th Annual General Meeting of the Company *interalia* indicating the process and manner of 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 copies of the Annual Report and Notice of the 95th Annual General Meeting of the Company *interalia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of 95th Annual General Meeting and Annual Report for 2013-14 will also be available on Company's website at www.emamirealty.com for their download.
12. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
13. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means at the 95th Annual General Meeting (AGM) and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The instructions for members for voting electronically are as under:

- (i) The voting period begins on Thursday, 28th August, 2014 from 10:00 a.m. (IST) and ends on Saturday, 30th August, 2014 6:00 p.m. (IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th July 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com

- (iii) Click on “Shareholders” tab.
- (iv) Now, select “ZANDU REALTY LIMITED” from the drop down menu and click on “SUBMIT”
- (v) Now Enter your User ID:
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and in Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> o Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. o In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field–Sequence number is communicated in the Covering Letter.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field.</p>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for “ZANDU REALTY LIMITED”.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on “FORGOT PASSWORD” & enter the details as prompted by the system.

- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company
- (xxii) The Board of Directors of the company at their meeting held on 21st May, 2014 has appointed Mr. Manoj Banthia, Practicing Company Secretary (ACS No. 11470, CP No. 7596) as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner, whose e-mail address is: mbanthia2010@gmail.com
- (xxiii) The results of voting will be announced at the Annual General Meeting of the company to be held at Emami Tower, 687 Anandapur, E.M. Bypass, Kolkata-700107 on Friday, 5th September, 2014 at 3.15 P.M. The results of the voting will be communicated to the stock exchanges and also be hosted on the website of the company www.emamirealty.com
- (xxiv) In case of members receiving the physical copy they are advised to follow all steps from serial no. (i) to (xvii).

Place : Kolkata
Date : May 21, 2014

By Order of the Board
Anand R. Mundra
CEO-Commercial & Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF RESOLUTIONS AT ITEMS FROM 4 TO 9 (BOTH INCLUSIVE)

Item No. 4 to 7

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Mr. Abhijit Datta, Mr. Hari Mohan Marda, Mr. Aditya Poddar and Mr. Amar Bhalotia, Independent Directors were appointed / re-appointed by the Members of the Company. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five years and shall not be liable to retire by rotation at every AGM.

Accordingly, in compliance of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, Mr. Abhijit Datta, Mr. Hari Mohan Marda, Mr. Aditya Poddar and Mr. Amar Bhalotia, being eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors of the Company who shall hold office from the date of this Annual General Meeting for a term upto 31st March 2019. A Notice pursuant to Section 160 of the Companies Act, 2013, with the required deposit has been received from the shareholder signifying their intention to propose the appointment of above persons as Directors of the Company.

In the opinion of the Board, Mr. Abhijit Datta, Mr. Hari Mohan Marda, Mr. Aditya Poddar and Mr. Amar Bhalotia fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for appointment as Independent Directors of the Company and they are independent of the management. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.emamirealty.com.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Abhijit Datta, Mr. Hari Mohan Marda, Mr. Aditya Poddar and Mr. Amar Bhalotia as Independent Directors,

for the approval by the shareholders of the Company. A brief profile of proposed Independent Directors, including nature of their expertise, is provided as Annexure to the Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions.

Item No. 8

The shareholders of the Company had by an ordinary resolution passed in the General Meeting held on 13th December, 2008 authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding ₹ 200 Crores over and above the paid up capital of the Company and its free reserves, for the business of the Company. However, Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the said power only with the consent of the Company by a special resolution.

The Ministry of Corporate Affairs has vide its Circular No.4/2014 dated 25th March, 2014 clarified that the Resolution passed under Section 293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to borrowings will be valid for a period of one year from the date of notification of Section 180 of the Act and the period expires on 11th September, 2014. Pursuant to the above clarification, it is proposed to seek approval of the Members under Section 180(1)(c) of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, concerned or interested, financially or otherwise, in the resolution.

Item No. 9

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company cannot make any loan, investment or give guarantee or provide any security to any body corporate or person beyond the prescribed ceiling of 60% of the aggregate of the paid up capital and free reserves or 100% of its free reserves, whichever is more, unless a Special Resolution is passed by the shareholders of the lending/investing Company.

Your Company is engaged in the business of providing infrastructural facilities as defined in Schedule VI to the Companies Act, 2013 (effective from April 1, 2014). Clause (a) of Sub-section (11) of Section 186 of the Act provides exemption to such Companies from complying with the requirements of Section 186 [except sub-section (1) of Section 186] in relation to making loan/providing guarantee or security in connection with loan.

Having regard to the current level of operations of the Company, the Board of Directors of your Company proposes to seek approval of the Members for acquiring, by way of subscription, purchase, conversion or otherwise, the Equity Shares, Preference Shares, Bonds & Debentures or any other securities of any body corporate or company or any other entity or by contribution to the capital of LLPs upto an aggregate amount not exceeding ₹ 225 Crores as specified in the above resolution. The resolution proposed is in supersession of the resolution passed by the members on 17th July, 2012 by postal ballot.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval of the Members.

Except Directors or KMP of the Company who are / may be Directors / shareholders in the bodies corporate in which investments may be made by Company, none of the Directors, KMP or their relatives is concerned or interested in the said resolution.

Place : Kolkata
Date : May 21, 2014

By Order of the Board
Anand R. Mundra
CEO-Commercial & Company Secretary

ANNEXURE TO THE NOTICE

Pursuant to Clause 49 of the Listing Agreements with the stock exchanges, following information is furnished about the Directors proposed to be appointed/re-appointed :

1	Name of the Director	Mr. Abhijit Datta
	Date of Birth	June 1, 1949
	Date of appointment	February 6, 2013
	Experience in specific functional area	<p>Mr. Abhijit Datta did his post-graduation from Presidency College, Kolkata. He has started his career as a Probationary Officer in the State Bank of India and reached to the position of Dy. Managing Director (DMD) and Corporate Development Officer.</p> <p>Mr. Datta retired from SBI as Dy. Managing Director & Group Executive - Mid Corporate Group at the Central Office in the year 2009 after a distinguished career spanning three decades. Mr. Datta has vast experience and expertise in fields of banking, finance and corporate management in SBI and has held prestigious positions such as DMD & Chief Development Officer, DMD & Group Executive (Mid Corporate Group), Chief General Manager (Chennai Circle), Principal of the State Bank Staff College, Hyderabad, etc.</p> <p>He was the Chairman of Asset Reconstruction Company (India) Limited from June 2009 to November 2012.</p>
	Qualification	Post Graduate in Economics and successfully completed both parts of Certified Indian Institute of Bankers Examination.
	Directorship in other Companies	<ol style="list-style-type: none"> 1. Bengal Tea & Fabrics Ltd. 2. Cable Corporation of India Ltd. 3. Emami Infrastructure Ltd. 4. Hubtown Ltd.
	Membership of Committees of the Board in other Companies	<p>a) Cable Corporation of India Ltd : Audit Committee - Member</p> <p>b) Bengal Tea & Fabrics Ltd : Audit Committee - Chairman Remuneration Committee - Member Investors Grievances Committee - Member</p>
	No. of shares held	NIL
	Disclosure of relationships between directors inter-se	NONE
2	Name of the Director	Mr. Hari Mohan Marda
	Date of Birth	January 1, 1943
	Date of appointment	January 25, 2010
	Experience in specific functional area	Mr. Hari Mohan Marda has more than 4 decades of experience in the areas of accounting, corporate planning, strategy formulation and overall management.
	Qualification	Chartered Accountant
	Directorship in other Companies	<ol style="list-style-type: none"> 1. Chandra Mukhi Impex Ltd 2. Prabhu Poly Color Ltd. 3. Prabhu Poly Pipes Ltd. 4. Emami Paper Mills Ltd. 5. Emami Realty Ltd. 6. Emami Infrastructure Ltd.
	Membership of Committees of the Board in other Companies	<p>a) Emami Infrastructure Ltd : Audit Committee - Member Nomination and Remuneration Committee - Chairman</p> <p>b) Emami Paper Mills Ltd : Audit Committee - Member Investors Grievance Committee - Member Remuneration Committee - Member</p>
	No. of shares held	NIL
	Disclosure of relationships between directors inter-se	NONE

3	Name of the Director	Mr. Sandeep Jhunjunwala
	Date of Birth	May 30, 1972
	Date of appointment	November 9, 2012
	Experience in specific functional area	Mr. Sandeep Jhunjunwala has 17 years of rich experience in Service, Manufacturing & Real Estate Industry in the field of Finance, Accounts, Secretarial, MIS, Direct and Indirect Taxes, Inventory Management and Depot Coordination.
	Qualification	Chartered Accountant & Cost Accountant
	Directorship in other Companies	1. Emami Estates Pvt. Ltd. 2. Gateway Nirman Pvt. Ltd. 3. Namo Edu Infrastructure Pvt. Ltd. 4. Add-Albatross Properties Pvt. Ltd.
	Membership of Committees of the Board in other Companies	NONE
	No. of shares held	NIL
	Disclosure of relationships between directors inter-se	NONE
4	Name of the Director	Mr. Amar Bhalotia
	Date of Birth	February 29, 1984
	Date of appointment	May 26, 2010
	Experience in specific functional area	Mr. Amar Bhalotia possesses extensive knowledge and experience of real estate and has been involved in various real estate deals / investments in almost all major cities and across all assets class. Prior to this he was working in the real estate transaction advisory Services in Ernst & Young India Ltd. and had been involved with a lot of advisory and fund raising.
	Qualification	Graduate and PGDM from Symbiosis Centre for Management, Pune
	Directorship in other Companies	1. Don Leasing And Financial Consultancy Pvt. Ltd. 2. Cameron Holdings Company Pvt. Ltd. 3. Riviera Finvestrade Ltd. 4. Rotary Investments And Finance Company Pvt Ltd 5. Pamposh Commercial Company Ltd. 6. Emami Infrastructure Ltd.
	Membership of Committees of the Board in other Companies	Emami Infrastructure Ltd. : Nomination and Remuneration Committee - Member
	No. of shares held	NIL
	Disclosure of relationships between directors inter-se	NONE
5	Name of the Director	Mr. Aditya Poddar
	Date of Birth	September 19, 1976
	Date of appointment	November 14, 2011
	Experience in specific functional area	Mr. Aditya Poddar has around 14 years of experience in the Direct Marketing sector with specialization in Strategic Planning, Concept Selling & Relationship Marketing across various industries (ranging from Information Technology, FMCG, Financial Services, Telecom, Hospitality/ Travel, Retail, Food & Beverage, Healthcare etc.). During the last 8 years, he has also gained experience in the Infrastructure sector, with specialization in Government Liaisoning, Sales & Supply Chain.
	Qualification	MBA (with a dual-specialization in Marketing and Finance) from the International Management Institute, New Delhi.
	Directorship in other Companies	1. Subhshree Dealtrade Pvt. Ltd. 2. Subhshree Road Carriers Pvt. Ltd. 3. Everbright Commosales Pvt. Ltd. 4. Dalmia Bharat Logistics Pvt. Ltd. 5. Creative Reward Technologies Pvt. Ltd.
	Membership of Committees of the Board in other Companies	NONE
	No. of shares held	NIL
	Disclosure of relationships between directors inter-se	NONE