

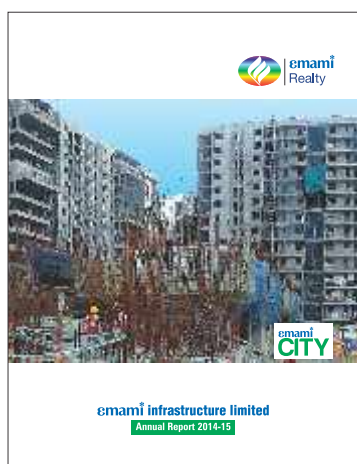


emami*
Realty



emami* infrastructure limited

Annual Report 2014-15



This Annual Report is available online at www.emamirealty.com

Contents

Notice	1
Directors' Report	6
Annexure to the Directors' Report	11
Management Discussion and Analysis	32
Report on Corporate Governance	34

STANDALONE

Independent Auditors' Report	45
Balance Sheet	48
Statement of Profit & Loss	49
Cash Flow Statement	50
Notes to Financial Statements	51

CONSOLIDATED

Independent Auditors Report	59
Balance Sheet	62
Statement of Profit & Loss	63
Cash Flow Statement	64
Notes to Financial Statements	66

Corporate Information

Board of Directors

Mr. Abhijit Datta, *Chairman*
 Mr. Hari Mohan Marda
 Mr. Ram Gobind Ganeriwala
 Mrs. Karabi Sengupta (w.e.f. 31.03.2015)
 Mr. Basant Kumar Parakh
 Mr. Girja Kumar Choudhary, *Whole-time Director & CFO*

Company Secretary

Ms. Payel Jain

Statutory Auditors

M/S S. K. Agrawal & Co.
Chartered Accountants

Banker

ICICI Bank Limited

Registered Office

Emami Tower, 2nd Floor,
 687, Anandapur, E. M. Bypass
 Kolkata – 700 107
 Phone: 033 6613 6236
 Fax : 033 6613 6249
 Email : infra@emamirealty.com
 Website: www.emamirealty.com
 CIN : L45400WB2008PLC121426

Registrar and Share Transfer Agent

Maheshwari Datamatics Pvt. Ltd.
 6, Mangoe Lane, 2nd Floor,
 Kolkata – 700 001
 Phone : 033 2243 5809 / 5029
 Fax : 033 2248 4787
 Email : mdpldc@yahoo.com

NOTICE

NOTICE is hereby given that the 7th Annual General Meeting of the Members of Emami Infrastructure Limited will be held at Emami Tower, 687 Anandapur, E.M. Bypass, Kolkata – 700 107 on 9th September, 2015 at 2.30 P.M. to transact the following businesses :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2015 together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Girja Kumar Choudhary (DIN: 00821762), who retires by rotation and being eligible, offers 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 applicable provisions of the Companies Act, 2013 and Rules made thereunder and pursuant to the resolution passed by the Members at the 6th Annual General Meeting held on 5th September 2014 and on recommendation of Audit Committee and Board of Directors, the appointment of M/S S. K. Agrawal & Co., Chartered Accountants (Registration No. 306033E) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company, be and is hereby ratified at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling 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 (“Act”) and the Rules made thereunder and Clause 49 of the Listing Agreement, Mrs. Karabi Sengupta (DIN: 02534951), who was appointed as an Additional Director of the Company under Section 161 of the Act with effect from 31st March 2015 by the Board of

Directors to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years up to 31st March 2020 and whose office shall not be liable to determination by retirement of Directors by rotation”.

By Order of the Board

Place : Kolkata

Date : May 25, 2015

Payel Jain

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 and the proxy need not be a member of the Company. Proxy, to be effective, must 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 member.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Business is annexed hereto and forms part of this Notice.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 3rd day of September, 2015 to 9th day of September, 2015, (both days inclusive).
6. A statement containing details of the Director seeking

NOTICE (Contd.)

- appointment/re-appointment at the Meeting as required under clause 49 of the Listing Agreement is annexed.
7. 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.
 8. 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.
 9. Members / Proxies are requested to bring their Attendance Slip sent herewith, duly filled in, for attending the Meeting.
 10. The members of the Company who have not yet encashed the fractional entitlement of shares of the Company upon the De-merger of 'Realty Undertaking' of Emami Limited are requested to forward the warrants to the Company/RTA for revalidation of the same.
 11. 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.
 12. Electronic copy of the Annual Report for 2014-15 and Notice of the 7th Annual General Meeting of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all such members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 7th Annual General Meeting of the Company *inter-alia* 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 7th Annual General Meeting and Annual Report for 2014-15 will also be available on Company's website at www.emamirealty.com for their download.
 13. **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.**
 14. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility of remote e-voting to all members, for which purpose the Company has engaged the services of Central Depository Services (India) Limited (CDSL).
 15. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 2nd September, 2015 (cut-off date). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or ballot voting at the AGM.
 16. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not cast their vote through remote e-voting shall be able to exercise their right at the AGM through ballot paper. The members who have already cast their vote through remote e-voting can attend AGM but shall not be entitled to cast their votes again.
- The instructions for members for voting electronically are as under :**
- (i) The voting period begins on Saturday, 5th September, 2015 from 10:00 a.m. (IST) and ends on Tuesday, 8th September, 2015 5:00 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 2nd September 2015, 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 Enter your User ID:
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

NOTICE (Contd.)

- c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user then 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> <p>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.</p> <p>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.</p>
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>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "EMAMI INFRASTRUCTURE LIMITED".
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "CLICK HERE TO PRINT" option on the Voting page.
- (xvii) 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.
- (xviii) Note for Institutional Shareholders & Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates and Custodians respectively.

NOTICE (Contd.)

- 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.
- (xix) 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.
- (xx) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company
- (xxi) Those who become Members of the Company after dispatch of the AGM Notice but on or before 2nd September 2015 (cut-off date) may write to CDSL at helpdesk.evoting@cdslindia.com or to the Company at infra@emamirealty.com requesting for e-voting details. However, those Members already registered with CDSL for remote e-voting can login to website www.evotingindia.com and exercise their votes.
- (xxii) The Board of Directors of the Company at their meeting held on 25th May 2015 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 declared within 48 hours from the conclusion of AGM and the resolutions proposed thereat will be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes. The declared results, along with Scrutinizer’s Report, will be availed forthwith on the website of the Company www.emamirealty.com and on the website of CDSL, such results will also be forwarded to the Stock Exchanges where the Company’s shares are listed.
- (xxiv) In case of members receiving the physical copy they are advised to follow all steps from serial no. (i) to (xvii) above.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors at its meeting held on 31st March, 2015 appointed Mrs. Karabi Sengupta as an Additional Director of the Company with effect from 31st March 2015 to hold office upto the date of the ensuing Annual General Meeting of the Company under Section 161 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Karabi Sengupta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Independent Director of the Company and is independent of the management. Accordingly, in compliance of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, Mrs. Karabi Sengupta, being eligible and offering herself for appointment, is proposed to be appointed as Independent Directors of the Company for a term of 5 consecutive years from the date of her appointment. A Notice pursuant to Section 160 of the Companies Act, 2013, with the required deposit has been received from a shareholder signifying his intention to propose the appointment of Mrs. Karabi Sengupta as Director of the Company.

Copy of the letter of appointment of Mrs. Karabi Sengupta as Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Your Directors seek your approval to the said resolution. Except Mrs. Karabi Sengupta, the appointee herself and her relatives, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution.

By Order of the Board

Place : Kolkata
Date : May 25, 2015

Payel Jain
Company Secretary

NOTICE (Contd.)

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

- Mrs. Karabi Sengupta, aged 64 years, is a Non-Executive Independent Director on the Board of the Company since March 31, 2015. Mrs. Sengupta is a Bachelor in Architecture from Jadavpur University. She was associated with West Bengal Housing Board for almost 30 years and retired after serving as the Chief Architect of West Bengal Housing Board for 10 years in 2011. She has also been an Architectural Advisor and subsequently the Chief Architect to Newtown Kolkata Development Authority for almost 10 years.

Mrs. Sengupta does not hold any shares in the Company. She is not related to any other Director of the Company.

Other Directorships	Other Committee Memberships
Zandu Realty Limited	NIL

- Mr. Girja Kumar Choudhary, aged 53 years, is the Whole-time Director & CFO of the Company since May 15, 2012. Mr. Choudhary is a B.Com (Hons) Gold Medallist, Chartered Accountant. He has over 28 years of experience in the industry and profession. He joined Realty vertical of Emami Group in year 2006. He is also the Whole-time Director of the Emami Realty Limited, wholly-owned subsidiary of

the Company and serving as Director on the Board of other Group companies of the Real Estate vertical of Emami Group. Since June, 2006, he has been playing a pioneer role in the activities and functioning of these companies. He is not related to any other Director of the Company.

Other Directorships	Other Committee Memberships
Emami Realty Ltd.	Emami Realty Ltd. Audit Committee, Member
Optima Consultancy Services Pvt Ltd.	
Corporate Service Apartments Hotels Pvt. Ltd.	
Sneha Ashiana Pvt. Ltd.	
Prime Constructions Pvt. Ltd.	
New Age Realty Pvt. Ltd.	
Delta PV Pvt. Ltd.	
Emami Constructions Pvt. Ltd.	
Roseview Developers (P) Ltd.	
Emami Rainbow Niketan Pvt. Ltd.	
Bengal Emami Housing Ltd.	
Emami Vriddhi Commercial Pvt. Ltd.	
Namo EDU Infrastructure Pvt. Ltd.	

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 7th Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2015.

FINANCIAL PERFORMANCE

The standalone performance of the Company for the year ended on 31st March, 2015 is summarised below:

Particulars	(₹ in Lacs)	
	2014-15	2013-14
Total Revenue	72.00	28.99
Total Expenses	76.85	60.51
Profit/(Loss) before Taxation	(4.85)	(31.52)
Tax Expenses		
- Income Tax paid for Earlier Years	(1.37)	-
Profit/(Loss) after Taxation	(6.22)	(31.52)
Profit Brought Forward	1,287.53	1,319.05
Profit Carried Forward	1,281.31	1,287.53

DIVIDEND

Since your Company has incurred loss this year, your Directors regret their inability to recommend any dividend for the year ended 31st March 2015.

STATE OF COMPANY AFFAIRS

Your Company is engaged in various projects through its subsidiaries and associates.

The consolidated revenue of your Company for the year ended 31st March, 2015 is ₹ 72.95 Crores and Profit after Tax is ₹ 12.27 Crores which is higher than the consolidated revenue and Profit after Tax for the previous year, that is, ₹ 20.73 Crores and ₹ 7.55 Crores respectively.

During the year under review, Emami Realty Limited, its wholly owned subsidiary has entered into two Joint Development Agreements for development of about 8.35 acres and about 6.17 acres at Chennai, Tamil Nadu. The construction schedule of our Project 'Emami City' is on time.

SCHEME OF AMALGAMATION OF EMAMI REALTY LIMITED

During the year under review, the Board of Directors has decided not to proceed further with the proposal of amalgamation of its wholly owned subsidiary "M/S Emami Realty Limited" with M/S Zandu Realty Limited and accordingly, all proceedings in connection therewith have been withdrawn.

CHANGE IN NATURE OF BUSINESS, IF ANY

During the year under review, there has been no change in the nature of business of the Company.

MATERIAL CHANGES AND COMMITMENTS AFTER THE BALANCE SHEET DATE

There have been no material changes and commitments, 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.

SUBSIDIARIES/ASSOCIATES/JOINT VENTURES

As on 31st March 2015, the Company's subsidiaries, step down subsidiaries & associates are as follows:

- ▶ Emami Realty Limited (wholly-owned subsidiary)

Its Subsidiaries :

- ⇒ Emami Constructions Private Limited (100%)
- ⇒ Sneha Ashiana Private Limited (100%)
- ⇒ Delta PV Private Limited (55%)
- ⇒ New Age Realty Private Limited (60%)

Its Associates :

- ⇒ Roseview Developers Private Limited (50%)
- ⇒ Prajay Urban Private Limited (50%)
- ⇒ Bengal Emami Housing Limited (30%)

DIRECTORS' REPORT (Contd.)

- ▶ Emami Rainbow Niketan Private Limited (wholly-owned subsidiary)

Its Associate :

- ⇒ Zandu Realty Limited (35.51%)

The Company does not have any joint venture.

A Policy has been formulated for determining the Material Subsidiaries of the Company pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges. The said Policy has been posted on the Company's website at the weblink <http://www.emamirealty.com/code.php>.

A statement containing the salient features of the financial statements of each of the subsidiaries & associates in the prescribed format AOC-1 is appended as “**Annexure - 1**” to this Report. The statement also provides details of performance and financial positions of the subsidiaries and associates.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared Consolidated Financial Statements of the Company and of all its subsidiary and associate companies, which is forming part of the Annual Report.

As per the provisions of Section 136 of the Companies Act, 2013, separate audited financial statements of its subsidiaries are being placed on its website www.emamirealty.com and copy of separate audited financial statements of its subsidiaries will be provided to the shareholders on request.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The provisions of Section 186 of the Companies Act, 2013 in relation to loans or guarantee are not applicable to the Company, being an infrastructure company as defined under Schedule VI to the Act. No investment was made by the Company during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Particulars of every contract or arrangements entered into by the Company with Related Parties referred to in Section 188(1) of the Companies Act, 2013 in Form AOC-2 prescribed under the Companies (Accounts) Rules, 2014 is appended as “**Annexure - 2**” hereto and forms part of this Report.

A policy on 'Materiality of and dealing with Related Party Transactions' has been devised by the Board of Directors at its meeting held on 12th November 2014 for determining

the materiality of transactions with related parties and dealings with them. The said policy may be referred to, at the Company's website at the weblink <http://www.emamirealty.com/code.php>.

PUBLIC DEPOSITS

The Company has not invited or accepted deposits from the public covered under Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

AUDITORS & AUDITORS' REPORT

At the Annual General Meeting held on 5th September 2014, M/S S. K. Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E) were appointed as the Statutory Auditors of the Company to hold office till the conclusion of the 11th Annual General Meeting, subject to ratification by the members annually. Accordingly, appointment of M/S S. K. Agrawal & Co., Chartered Accountant, as Statutory Auditors of the Company is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The Auditors' Report to the shareholders for the year under review does not contain any qualification.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/S MKB & Associates, Practising Company Secretaries as Secretarial Auditor of the Company. The Secretarial Audit Report for the financial year ended 31st March 2015 is annexed herewith as “**Annexure - 3**”. The Report does not contain any qualification.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

I. INDEPENDENT DIRECTORS

(a) Appointment of Independent Directors :

At the Annual General Meeting of the Company held on 5th September, 2014, the Members of the Company appointed Mr. Abhijit Datta (DIN: 00790029), Mr. Hari Mohan Marda (DIN: 00855466), Mr. Ram Gobind Ganeriwala (DIN: 00863042) and Mr. Amar Bhalotia (DIN: 00642662) as Independent Directors under the Act for a term of up to 31st March, 2019.

DIRECTORS' REPORT (Contd.)

(b) Change in Directorship during the year :

Mr. Amar Bhalotia resigned from the Directorship of the Company with effect from 13th February, 2015 due to personal reasons. The Board places on record their appreciation for the services and contribution made by him during his tenure.

As per the provisions of Section 149(1) of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement, the Company is required to have atleast one Woman Director on its Board. Keeping in view of this requirement, Mrs. Karabi Sengupta (DIN : 02534951), has been appointed as a Director of the Company with effect from 31st March, 2015 on recommendation of the Nomination and Remuneration Committee.

(c) Statement on declaration given by Independent Directors under sub-section (6) of Section 149 :

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

(d) Familiarization programme undertaken for Independent Directors :

The Independent Directors are familiarised with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. On appointment, the Independent Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through a formal induction program on the Company's operations, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. The familiarization program is available on the Company's website under the weblink: <http://www.emamirealty.com/code.php>.

II. NON-INDEPENDENT DIRECTORS

As per the provisions of Section 152(6)(c) of the Companies Act, 2013, Mr. Girja Kumar Choudhary (DIN : 00821762) retires by rotation, and being eligible, offers himself for re-appointment. In view

of his considerable experience and contribution to the Company, your Directors recommend his re-appointment.

III. KEY MANAGERIAL PERSONNEL

The Board of Directors at its meeting held on 30th May, 2014 approved the continuation of Mr. Girja Kumar Choudhary as the Whole-time Director & CFO and Ms. Payel Jain as the Company Secretary of the Company.

MEETINGS OF BOARD OF DIRECTORS

During the financial year ended 31st March, 2015, seven Board Meetings were held, details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

MEETINGS OF INDEPENDENT DIRECTORS

During the year under review, a meeting of Independent Directors was held on 30th March 2015 wherein the performance of the Non-Independent Directors and the Board as a whole was reviewed. The Independent Directors at their meeting also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board of Directors of the Company.

STATEMENT OF PARTICULARS OF APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL

The Statement of particulars of Appointment and Remuneration of Managerial personnel as per Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as "Annexure - 4" to this Report.

PARTICULARS OF EMPLOYEES

None of the employees of the Company is in receipt of remuneration exceeding the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Sections 134(3)(c) and 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, the Directors hereby confirm that:-

- (i) in the preparation of the annual accounts for the year ended 31st March, 2015, the applicable accounting standards, have been followed and there are no material departures from the same;

DIRECTORS' REPORT *(Contd.)*

- (ii) the Directors have 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 the end of the financial year and of the loss 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 this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.
- (v) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) 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.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements as set out in Clause 49 of the Listing Agreement. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms an integral part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is presented in a separate section forming part of this Annual Report.

CEO/CFO CERTIFICATION

As required by Clause 49 of the Listing Agreement, the CEO/ CFO certification has been submitted to the Board and a copy thereof is contained elsewhere in this Annual Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the nature of its business and the size and complexity of its operations. The Company's system of internal control has been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliance with regulations

and for ensuring reliability of financial reporting.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, that of its Committees and individual directors. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The Nomination and Remuneration Committee at its meeting established the criteria based on which the Board will evaluate the performance of the Directors.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Non Independent Directors and Board as a whole was also carried out by the Independent Directors.

The Directors expressed their satisfaction over the evaluation process and results thereof.

AUDIT COMMITTEE

The composition and terms of reference of the Audit Committee has been furnished in the Corporate Governance Report forming part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE

The composition and terms of reference of the Nomination and Remuneration Committee has been furnished in the Corporate Governance Report forming part of this Annual Report.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The composition and terms of reference of the Stakeholders' Relationship Committee has been furnished in the Corporate Governance Report forming part of this Annual Report.

REMUNERATION POLICY

The Policy of the Company on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3)

DIRECTORS' REPORT (Contd.)

of Companies Act, 2013, is appended as “Annexure – 5” to this Report.

WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Company has formed a Whistle Blower Policy / Vigil Mechanism as required under Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. A vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The said policy may be referred to, at the Company's website at the weblink: <http://www.emamirealty.com/code.php>.

RISK MANAGEMENT POLICY

The Company has a defined Risk Management framework to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The Risk Management Policy provides for identification of risk, its assessment and procedures to minimize risk. The policy is periodically reviewed to ensure that the executive management controls the risk as per decided policy.

POLICY ON PREVENTION OF SEXUAL HARASSMENT

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year ended 31st March, 2015, the Company has not received any complaints pertaining to Sexual Harassment.

EXTRACT OF THE ANNUAL RETURN

Extract of the Annual Return as on the financial year ended 31st March, 2015 in Form MGT 9 is annexed hereto as “Annexure - 6” and forms part of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNALS

There are no significant material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

GREEN INITIATIVES IN CORPORATE GOVERNANCE

Ministry of Corporate Affairs has permitted companies to send electronic copies of Annual Report, notices etc., to the

e-mail IDs of shareholders. Your Company has accordingly arranged to send the soft copies of these documents to the e-mail IDs of shareholders wherever applicable. In case any shareholder would like to receive physical copies of these documents, the same shall be forwarded upon receipt of written request.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO AS PER SECTION 134 (3)(m) OF THE COMPANIES ACT, 2013

Particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 are given in the “Annexure - 7” hereto and forms part of this Report.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

As on 31st March 2015, the balance lying in Unclaimed Fractional Share Sale Proceeds Account is ₹ 24,638.69/- which is due for transfer to the Investors Education and Protection Fund on 21st September 2017.

Pursuant to the provisions of IEPF (Uploading of Information regarding Unpaid and Unclaimed Amounts lying with companies) Rules, 2012, the Company has uploaded the details of Unclaimed Fractional Share Sale Proceeds lying with the Company on its website (www.emamirealty.com), as also on the website of Ministry of Corporate Affairs.

APPRECIATION

Your Directors wish to extend their thanks and appreciation for the valuable and continued support received from the Shareholders, Company's Bankers, Central and State Government Authorities, Stock Exchange(s), CDSL, NSDL and all other Business Associates for the growth of the organization.

Your Directors also wish to place on record their deep appreciation to all the employees for their commitment and continued contribution to the Company.

For and on behalf of the Board of Directors

Kolkata
May 25, 2015

Abhijit Datta
Chairman

ANNEXURES TO THE DIRECTORS' REPORT

FORM AOC-I

Annexure - 1

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARIES & ASSOCIATES

Part "A": Subsidiaries

(₹ in Lacs, except percentage of shareholding)

Name of Subsidiary	1 Emami Rainbow Niketan Private Limited	2 Emami Realty Limited	3 Sneha Ashiana Private Limited ⁽¹⁾	4 Emami Constructions Private Limited ⁽¹⁾	5 Delta PV Private Limited ⁽²⁾	6 New Age Realty Private Limited ⁽²⁾
Reporting Date	31.03.2015	31.03.2015	31.03.2015	31.03.2015	31.03.2015	31.03.2015
Reporting Currency	INR	INR	INR	INR	INR	INR
Share Capital	5.00	200.00	5.00	10.00	45.00	5.00
Reserves & Surplus	(2,064.02)	623.27	(26.78)	(250.06)	(27.43)	(631.85)
Total Assets	6,024.73	1,15,520.71	4,233.94	29,058.40	996.77	1,088.34
Total Liabilities	6,024.73	1,15,520.71	4,233.94	29,058.40	996.77	1,088.34
Investments (refer Note)	6,012.91	7,680.57	–	400.02	–	–
Turnover	–	113.42	20.00	2,640.70	–	–
Profit/(Loss) before Taxation	(276.71)	(218.13)	(25.33)	(243.89)	(0.23)	(179.55)
Tax Expense	–	–	–	–	0.02	–
Profit/(Loss) after Taxation	(276.71)	(218.13)	(25.33)	(243.89)	(0.25)	(179.55)
Proposed Dividend	–	–	–	–	–	–
% of Shareholding	100.00	100.00	100.00	100.00	55.00	60.00

(1) Wholly owned subsidiary of Emami Realty Limited

(2) Subsidiary of Emami Realty Limited

Notes :

- Investments include investment in properties, but exclude investment in subsidiaries.
- The Reporting date of all subsidiaries is same as that of the Company, that is, 31st March 2015.
- The Company does not have any foreign subsidiary.
- Names of subsidiaries which are yet to commence operations – NONE.
- Names of subsidiaries which have been liquidated or sold during the year – NONE.

For and on behalf of the Board of Directors

Abhijit Datta
Chairman

Hari Mohan Marda
Director

Ram Gobind Ganeriwala
Director

Kolkata
May 25, 2015

Karabi Sengupta
Director

Girja Kumar Choudhary
Wholetime Director & CFO

Payel Jain
Company Secretary

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

Part "B"

STATEMENT PURSUANT TO SECTION 129 (3) OF THE COMPANIES ACT, 2013 RELATED TO ASSOCIATE COMPANIES

Name of Associates		1 Roseview Developers Private Limited	2 Prajay Urban Private Limited	3 Bengal Emami Housing Limited	4 Zandu Realty Limited
1.	Latest audited Balance Sheet Date	March 31, 2015	March 31, 2015	March 31, 2015	March 31, 2015
2.	Shares of Associates held by the Company on the year end				
	- No.	5,000	5,000	60,000	2,86,329
	- Amount of Investment (₹)	50,000	50,000	6,00,000	60,12,90,900
	- Extent of Holding (%)	50% by Emami Realty Limited	50% by Emami Realty Limited	30% by Emami Realty Limited	35.51% by Emami Rainbow Niketan Private Limited
3.	Description of how there is significant influence	Based on the percentage of holding over these investees			
4.	Reason why the associate/joint venture is not consolidated	N.A.	N.A.	N.A.	N.A.
5.	Networth attributable to Shareholding as per latest audited Balance Sheet (₹ in Lacs)	(2.78)	(0.82)	2.34	6,986.12
6.	Profit / (Loss) for the year				
	i. Considered in Consolidation (₹ in Lacs)	(0.08)	(0.27)	(0.86)	(2,282.21)
	ii. Not considered in Consolidation (₹ in Lacs)	-	-	-	-

Notes :

- Names of associates or joint ventures which are yet to commence operations - NONE.
- Names of associates or joint ventures which have been liquidated or sold during the year - NONE.

For and on behalf of the Board of Directors

Abhijit Datta
Chairman

Hari Mohan Marda **Ram Gobind Ganeriwala**
Director Director

Kolkata
May 25, 2015

Karabi Sengupta
Director

Girja Kumar Choudhary
Wholetime Director & CFO

Payel Jain
Company Secretary

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

FORM AOC-2

Annexure - 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)

This Form pertains to the 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 arms length transactions under third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis :

There were no contracts or arrangements or transactions entered into during the year ended 31st March 2015, which were not at arm's length basis.

Details of material contracts or arrangement or transactions at arm's length basis :

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the 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, if any
Emami Realty Limited, Wholly-owned Subsidiary	Service Charges received	April 1, 2014 to March 31, 2015	₹ 72,00,000	May 30, 2014	NIL

For and on behalf of the Board of Directors

Abhijit Datta
Chairman

Hari Mohan Marda
Director

Kolkata
May 25, 2015

Ram Gobind Ganeriwala
Director

Karabi Sengupta
Director

Girja Kumar Choudhary
Wholetime Director & CFO

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

Annexure - 3

SECRETARIAL AUDIT REPORT

Form No. MR - 3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

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

To
The Members
Emami Infrastructure Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S Emami Infrastructure 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.

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015, to the extent applicable, according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;
- iii) The Depositories Act, 1996 and Regulations and By-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 & Exchange Board of India Act, 1992 ("SEBI Act"), to the extent applicable :

- a) SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011
- b) SEBI (Prohibition of Insider Trading) Regulations, 1992
- c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009
- d) SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
- e) SEBI (Issue and listing of Debt securities) Regulations, 2008
- f) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- g) SEBI (Delisting of Equity Shares) Regulations, 2009
- h) SEBI (Buyback of Securities) Regulations, 1998
- vi) As identified by the Management, no specific laws/acts are applicable to the Company since there is no direct real estate project in the Company.

I have also examined compliance with the applicable clauses of the followings :

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The Listing Agreements entered into by the Company with BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited.

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

I further report that :

- a) 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

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

under review were carried out in compliance with the provisions of the Act.

- b) 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.
- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

I further report that 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.

I further report that during the audit period, the Company has passed a special resolution for approval of borrowing limits under Section 180(1)(c) of the Companies Act, 2013, which authorise the Board to exercise powers in relation thereto, but presently do not have any major bearing on the Company's affairs.

For **MKB & ASSOCIATES**
Company Secretaries
Manoj Kumar Banthia
Proprietor

Place : Kolkata
Date : May 25, 2015

ACS No. 11470
COP No. 7596

Annexure - 4

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(₹ in Lacs)

Sl. No.	Name of the Director/KMP and Designation	Remuneration of Director / KMP for FY 2014-15	% increase in Remuneration in the FY 2014-15
1	Mr. Girja Kumar Choudhary, Whole-time Director & CFO	40.08	43.15
2	Ms. Payel Jain Company Secretary	9.72	21.20

- i) Except the abovementioned Key Managerial Personnels who are the permanent employees of the Company, the Company does not have any employee, who was employed for full year. Therefore, disclosures as per Rule 5(1)(i), (iii), (vii), (x) and (xi) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable.
- ii) Relationship between average increase in remuneration and company performance / Comparison of remuneration of the KMPs against the performance of the Company: The revenue growth during fiscal 2015 over fiscal 2014 was 148.36% and loss reduction was 80.28%.
- iii) a) Variation in the market capitalisation of the Company: The market capitalization as on March 31, 2015 was ₹ 94.40 Crores (₹ 39.36 Crores as on March 31, 2014).
- b) Since the Company has incurred losses in fiscal 2014 and fiscal 2015, Price Earning ratio is not applicable.
- c) Present increase over decrease in the market quotations of the shares of the Company as compared to the rate at which the Company came out with the last public offer : N.A.
- iv) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

ANNEXURES TO THE DIRECTORS' REPORT *(Contd.)*

Annexure - 5

REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

1 PREAMBLE

1.1 The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of the Company (collectively referred to as "Executives"). The expression "senior management" means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

2 AIMS & OBJECTIVES

2.1 The Company has formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

- 2.1.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
- 2.1.2 Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- 2.1.3 Ensuring that remuneration involves a balance between fixed and incentive pay (if required) reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

3 NOMINATION AND REMUNERATION COMMITTEE

3.1 Members of the Committee shall be appointed by the Board and shall comprise of three or more non-executive directors out of which not less than one-half shall be independent directors.

3.2 The Committee shall be responsible for :

3.2.1 Formulating framework and/or policy for remuneration, terms of employment and any changes, including service contracts, remuneration, policy for and scope of pension arrangements, etc for Executives and reviewing it on a periodic basis.

3.2.2 Formulating criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Executives.

3.2.3 Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down in this policy, recommend to the Board their appointment and removal and carry out evaluation of every director's performance.

4 POLICY FOR REMUNERATION

4.1 Remuneration to Executive Directors & KMP :

4.1.1 The Company has a credible and transparent framework in determining the remuneration of the Managing Director / Whole Time Directors (MD/ WTDs), Key Managerial Personnel(s) (KMPs) and Senior Management Personnel(s) (SMPs). Their remuneration shall be governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards.

4.1.2 The Board, on the recommendation of the Nomination & Remuneration (NR) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

4.1.3 The Board, on the recommendation of the NR Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

4.2 Remuneration to Non-Executive Directors :

4.2.1 The Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. Beside the sitting fees they are also entitled to reimbursement of expenses for attending meetings. The Non-Executive Directors of the Company are not paid any other remuneration or commission. The sitting fees of the Non-Executive Directors for attending meetings of Board of Directors and the Committees of Board of Directors may be modified from time to time only with the approval of the Board in due compliance of the provisions of Companies Act, 2013.

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

4.2.2 As a policy, the Executive Directors are neither paid sitting fee nor any commission.

4.3 Remuneration to other employees :

4.3.1 Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

5 POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE

Qualifications and criteria

5.1 The NR Committee, and the Board, shall review on an annual basis, appropriate skills, characteristics and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience in areas that are relevant to the Company's operations.

5.2 In evaluating the suitability of individual Board members, the Committee takes into account many factors, such as:

5.2.1 general understanding of the Company's business dynamics, global business and social perspective,

5.2.2 educational and professional background and personal achievements,

5.2.3 professional ethics, integrity and values,

5.2.4 ability to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions,

5.2.5 willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

5.3 The proposed appointee shall also fulfill the following requirements :

5.3.1 Shall possess a Director Identification Number;

5.3.2 Shall not be disqualified under the Companies Act, 2013;

5.3.3 Shall give his written consent to act as a Director;

5.3.4 Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;

5.3.5 Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;

5.3.6 Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;

5.3.7 Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Equity Listing Agreements and other relevant laws.

5.4 The NR Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

Criteria of Independence

5.5 The NR Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

5.6 The criteria of independence as laid down in Companies Act, 2013 and Clause 49 of the Equity Listing Agreement, shall be applied by the Committee for their assessment.

5.7 The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

Other directorships/committee memberships

5.8 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The NR Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

5.9 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.

5.10 A Director shall not serve as an Independent Director

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

- in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.
- 5.11 A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships.
- 5.12 For the purpose of considering the limit of the Committee Membership, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.
- 6 PROCEDURE FOR SELECTION AND APPOINTMENT OF EXECUTIVES OTHER THAN BOARD MEMBERS**
- 6.1 The Committee shall actively liaise with the relevant departments of the Company to study the requirement for management personnel;
- 6.2 The Committee may conduct a wide-ranging search for candidates for the positions of KMP and SMP within the Company, within enterprises controlled by the Company or within enterprises in which the Company holds equity, and on the human resources market;
- 6.3 A meeting of the Committee shall be convened, and the qualifications of the initial candidates shall be examined on the basis of the conditions for appointment of KMP and SMP;
- 6.4 Before the selection of KMP or SMP, the recommendations of and relevant information on the relevant candidate(s) shall be submitted to the Board of Directors;
- 6.5 The Committee shall carry out other follow-up tasks based on the decisions of and feedback from the Board of Directors.

Annexure - 6

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended 31st March 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

i)	CIN	L45400WB2008PLC121426
ii)	Registration Date	04-01-2008
iii)	Name of the Company	Emami Infrastructure Limited
iv)	Category / Sub-Category of the Company	Public Company Limited by Shares/ Indian Non-Government Company
v)	Address of the Registered office and Contact Details	Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass Kolkata - 700 107 Phone: (033) 6613 6236 E-mail: infra@emamirealty.com Website: www.emamirealty.com
vi)	Whether listed company - Yes / No	Yes 1. National Stock Exchange of India Limited 2. BSE Limited 3. The Calcutta Stock Exchange Limited
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Maheshwari Datamatics Pvt. Ltd. 6, Mangoe Lane, 2nd Floor, Kolkata - 700 001 Phone: (033) 2243 5809 / 5029 Email: mdpl@cal.vsnl.net.in

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated :

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Real Estate*	701	100

* The Company is engaged in various projects through its subsidiaries and associates.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Emami Rainbow Niketan Private Limited Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass, Kolkata - 700107	U45203WB1995PTC073386	Subsidiary	100	2(87)
2	Zandu Realty Limited Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass, Kolkata - 700107	L24239WB1919PLC136397	Associate of Emami Rainbow Niketan Private Limited	35.51	2(6)
3	Emami Realty Limited Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass, Kolkata - 700107	U45200WB2006PLC111894	Subsidiary	100	2(87)
4	Sneha Ashiana Private Limited Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass, Kolkata - 700107	U70101WB1996PTC081365	Subsidiary of Emami Realty Limited	100	2(87)
5	Emami Constructions Private Limited Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass, Kolkata - 700107	U70101WB2007PTC117597	Subsidiary of Emami Realty Limited	100	2(87)
6	New Age Realty Private Limited Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass, Kolkata - 700107	U70101WB2007PTC113240	Subsidiary of Emami Realty Limited	60	2(87)
7	Delta PV Private Limited Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass, Kolkata - 700107	U40106WB1994PTC064439	Subsidiary of Emami Realty Limited	55	2(87)

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
8	Roseview Developers Private Limited Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass, Kolkata - 700107	U51109WB2006PTC109662	Associate of Emami Realty Limited	50	2(6)
9	Prajay Urban Private Limited Scotia Bank Building, 1st Floor Road No. 1, Banjara Hills Hyderabad - 500034	U45200TG2007PTC053279	Associate of Emami Realty Limited	50	2(6)
10	Bengal Emami Housing Limited Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass, Kolkata - 700107	U70109WB2009PLC134447	Associate of Emami Realty Limited	30	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding:

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year (01-04-2014)				No. of Shares held at the end of the year (31-03-2015)				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	PROMOTERS									
(1)	Indian									
(a)	Individual/HUF	7,96,913	-	7,96,913	3.28	7,96,913	-	7,96,913	3.28	-
(b)	Central Govt.	-	-	-	-	-	-	-	-	-
(c)	State Govt (s)	-	-	-	-	-	-	-	-	-
(d)	Bodies Corp.	1,32,75,457	-	1,32,75,457	54.64	1,33,10,427	-	1,33,10,427	54.78	0.14
(e)	Banks / FI	-	-	-	-	-	-	-	-	-
(f)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-total (A) (1)	1,40,72,370		1,40,72,370	57.92	1,41,07,340		1,41,07,340	58.06	0.14
(2)	Foreign									
(a)	NRIs-Individuals	171	-	171	-	171	-	171	-	-
(b)	Other-Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corp.	-	-	-	-	-	-	-	-	-
(d)	Banks / FI	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-total (A) (2)	171		171		171		171		
	Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1,40,72,541		1,40,72,541	57.92	1,41,07,511		1,41,07,511	58.06	0.14

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year (01-04-2014)				No. of Shares held at the end of the year (31-03-2015)				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(B)	PUBLIC SHAREHOLDING									
1	Institutions									
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-
(b)	Banks / FI	-	-	-	-	-	-	-	-	-
(c)	Central Govt	-	-	-	-	-	-	-	-	-
(d)	State Govt(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FIs	-	-	-	-	-	-	-	-	-
(h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i)	Others (specify)	-	-	-	-	-	-	-	-	-
	Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2	Non-Institutions									
(a)	Bodies Corp.									
(i)	Indian	45,24,325	-	45,24,325	18.62	50,34,776	-	50,34,776	20.72	2.10
(ii)	Overseas	-	-	-	-	-	-	-	-	-
(b)	Individuals									
(i)	Individual shareholders holding nominal share capital up to ₹ 1 Lac	53,51,829	32,678	53,84,507	22.16	43,83,376	21,079	44,04,455	18.13	-4.03
(ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 Lacs	2,78,281	-	2,78,281	1.15	6,93,930	-	6,93,930	2.86	1.71
(c)	Any Other (specify)									
(c-i)	Clearing Member	12,304	-	12,304	0.05	29,121	-	29,121	0.12	0.07
(c-ii)	Non Resident individual	26,434	-	26,434	0.11	28,599	-	28,599	0.12	0.01
	Sub-total (B)(2)	1,01,93,173	32,678	1,02,25,851	42.08	1,01,69,802	21,079	1,01,90,881	41.94	-0.14
	Total Public Shareholding (B)= (B)(1)+(B)(2)	1,01,93,173	32,678	1,02,25,851	42.08	1,01,69,802	21,079	1,01,90,881	41.94	-0.14
(C)	SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	-	-	-	-	-	-	-	-	-
	Grand Total (A+B+C)	2,42,65,714	32,678	2,42,98,392	100	2,42,77,313	21,079	2,42,98,392	100	-

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

(ii) Shareholding of Promoters :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Diwakar Viniyog Private Limited	34,12,491	14.0441	–	34,12,491	14.0441	–	–
2	Suntrack Commerce Private Limited	29,84,237	12.2816	–	29,84,237	12.2816	–	–
3	Bhanu Vyapaar Private Limited	27,78,899	11.4366	–	27,78,899	11.4366	–	–
4	Emami Enclave Makers Pvt Ltd	14,11,000	5.8070	–	14,11,000	5.8070	–	–
5	Emami High Rise Pvt Ltd	13,92,000	5.7288	–	13,92,000	5.7288	–	–
6	Suraj Viniyog Private Limited	12,94,491	5.3275	–	12,94,491	5.3275	–	–
7	Priti Sureka	3,88,510	1.5989	–	4,37,758	1.8016	–	0.2027
8	Prashant Goenka	40,366	0.1661	–	40,366	0.1661	–	–
9	Sushil Kumar Goenka	40,166	0.1653	–	40,166	0.1653	–	–
10	Manish Goenka	40,122	0.1651	–	40,122	0.1651	–	–
11	Ashish Goenka	40,000	0.1646	–	40,000	0.1646	–	–
12	TMT Viniyogan Limited	333	0.0014	–	35,303	0.1453	–	0.1439
13	Rohin Raj Sureka	33,333	0.1372	–	33,333	0.1372	–	–
14	Vidisha Agarwal	26,666	0.1097	–	26,666	0.1097	–	–
15	Vidula Agarwal	26,666	0.1097	–	26,666	0.1097	–	–
16	Mohan Goenka	25,716	0.1058	–	25,716	0.1058	–	–
17	Aditya Vardhan Agarwal	46,699	0.1922	–	22,099	0.0909	–	-0.1013
18	Sobhna Agarwal	20,000	0.0823	–	20,000	0.0823	–	–
19	Savitri Devi Agarwal	14,269	0.0587	–	14,269	0.0587	–	–
20	Harsha Vardhan Agarwal	33,333	0.1372	–	8,685	0.0357	–	-0.1014
21	Usha Agarwal	3,942	0.0162	–	3,942	0.0162	–	–
22	Madan Lal Agarwal	3,333	0.0137	–	3,333	0.0137	–	–
23	Santosh Goenka	2,999	0.0123	–	2,999	0.0123	–	–
24	Kusum Agarwal	2,266	0.0093	–	2,266	0.0093	–	–
25	Laxmi Devi Bajoria	1,666	0.0069	–	1,666	0.0069	–	–
26	Abhishek Agarwal	1,333	0.0055	–	1,333	0.0055	–	–
27	Emami Paper Mills Ltd	833	0.0034	–	833	0.0034	–	–
28	Rajkumar Goenka	749	0.0031	–	749	0.0031	–	–
29	Radheshyam Goenka	748	0.0031	–	748	0.0031	–	–
30	Suresh Kumar Goenka	483	0.0020	–	483	0.0020	–	–
31	Meena Goenka	400	0.0016	–	400	0.0016	–	–
32	Pan Emami Cosmed Ltd	388	0.0016	–	388	0.0016	–	–
33	Mansi Agarwal	333	0.0014	–	333	0.0014	–	–
34	Emami Frank Ross Limited	333	0.0014	–	333	0.0014	–	–
35	Jyoti Goenka	333	0.0014	–	333	0.0014	–	–
36	Avishi Sureka	333	0.0014	–	333	0.0014	–	–
37	Emami Capital Markets Limited	286	0.0012	–	286	0.0012	–	–
38	Shanti Devi Agarwal	237	0.0010	–	237	0.0010	–	–

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
39	Amitabh Goenka	171	0.0007	–	171	0.0007	–	–
40	Saroj Goenka	166	0.0007	–	166	0.0007	–	–
41	Indu Goenka	166	0.0007	–	166	0.0007	–	–
42	EPL Securities Ltd	166	0.0007	–	166	0.0007	–	–
43	Rashmi Goenka	166	0.0007	–	166	0.0007	–	–
44	Richa Agarwal	166	0.0007	–	166	0.0007	–	–
45	Nimisha Goenka	166	0.0007	–	166	0.0007	–	–
46	Shreya Goenka	166	0.0007	–	166	0.0007	–	–
47	Radheshyam Agarwal	166	0.0007	–	166	0.0007	–	–
48	Saswat Goenka	166	0.0007	–	166	0.0007	–	–
49	Sachin Goenka	133	0.0005	–	133	0.0005	–	–
50	Yogesh Goenka	133	0.0005	–	133	0.0005	–	–
51	Puja Goenka	111	0.0005	–	111	0.0005	–	–
52	Vibhash Vardhan Agarwal	104	0.0004	–	104	0.0004	–	–
53	Jayant Goenka	103	0.0004	–	103	0.0004	–	–
	Total	1,40,72,541	57.9155	–	1,41,07,511	58.0594	–	0.1439

(iii) Change in Promoters' Shareholding

Sl. No.	Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning /end of the year	% of total shares of the Company				No. of shares	% of total shares of the Company
1	TMT Viniyogan Limited	333	–	01.04.2014				
				06.02.2015	34,970	Transfer	35,303	0.15
		35,303	0.15	31.03.2015				
2	Aditya Vardhan Agarwal	46,699	0.19	01.04.2014				
				11.07.2014	–24,600	Transfer (Inter-se)	22,099	0.09
		22,099	0.09	31.03.2015				
3	Harsha Vardhan Agarwal	33,333	0.14	01.04.2014				
				11.07.2014	–24,648	Transfer (Inter-se)	8,685	0.04
		8,685	0.04	31.03.2015				
4	Priti Sureka	3,88,510	1.60	01.04.2014				
				11.07.2014	49,248	Transfer (Inter-se)	4,37,758	1.80
		4,37,758	1.80	31.03.2015				

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

Sl. No.	Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reasons	Cumulative Shareholding	
		No. of shares at the beginning /end of the year	% of total shares of the Company				No. of shares	% of total shares of the Company
1	East India Securities Ltd.	10,75,000	4.42	01.04.2014			-	-
				14.08.2014	20,000	Transfer	10,95,000	4.51
				05.09.2014	3	Transfer	10,95,003	4.51
				12.09.2014	-3	Transfer	10,95,000	4.51
				19.09.2014	1,500	Transfer	10,96,500	4.51
				30.09.2014	-1,000	Transfer	10,95,500	4.51
				24.10.2014	2,000	Transfer	10,97,500	4.52
				31.10.2014	-22,500	Transfer	10,75,000	4.42
				16.01.2015	1,062	Transfer	10,76,062	4.43
				23.01.2015	-562	Transfer	10,75,500	4.43
				06.02.2015	-500	Transfer	10,75,000	4.42
				13.02.2015	2,000	Transfer	10,77,000	4.43
				20.02.2015	1,000	Transfer	10,78,000	4.44
				27.02.2015	-1,000	Transfer	10,77,000	4.43
				20.03.2015	1,000	Transfer	10,78,000	4.44
		27.03.2015	-1,300	Transfer	10,76,700	4.43		
		10,75,000	4.42	31.03.2015	-1,700	Transfer	10,75,000	4.42
2	Kamna Credits & Promoters Private Ltd. #	10,00,000	4.12	01.04.2014				
				25.04.2014	-10,00,000	Transfer	-	-
		-	-	31.03.2015	-		-	-
3	Avees Trading & Finance Pvt. Ltd. #	4,20,000	1.73	01.04.2014				
				06.06.2014	-4,00,000	Transfer	20,000	0.08
		20,000	0.08	31.03.2015				
4	Neoworth Commercial Private Limited	2,90,146	1.19	01.04.2014				
				02.05.2014	12,218	Transfer	3,02,364	1.24
				09.05.2014	31,864	Transfer	3,34,228	1.38
				16.05.2014	5,917	Transfer	3,40,145	1.40
				23.05.2014	3,433	Transfer	3,43,578	1.41
				06.06.2014	45,204	Transfer	3,88,782	1.60
				13.06.2014	46,343	Transfer	4,35,125	1.79
				20.06.2014	14,875	Transfer	4,50,000	1.85
				30.06.2014	1,00,000	Transfer	5,50,000	2.26
				05.09.2014	8,213	Transfer	5,58,213	2.30
				12.09.2014	99,379	Transfer	6,57,592	2.71
				19.09.2014	5,000	Transfer	6,62,592	2.73
				30.09.2014	1,37,408	Transfer	8,00,000	3.29
		8,00,000	3.29	31.03.2015				

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

Sl. No.	Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reasons	Cumulative Shareholding	
		No. of shares at the beginning /end of the year	% of total shares of the Company				No. of shares	% of total shares of the Company
5	Anand Rathi Share & Stock Brokers Ltd.	1,36,109	0.56	01.04.2014			–	–
				04.04.2015	–150	Transfer	1,35,959	0.56
				25.04.2014	560	Transfer	1,36,519	0.56
				02.05.2014	1,590	Transfer	1,38,109	0.57
				09.05.2014	–2,150	Transfer	1,35,959	0.56
				16.05.2014	2,262	Transfer	1,38,221	0.57
				23.05.2014	1,450	Transfer	1,39,671	0.57
				30.05.2014	–3,122	Transfer	1,36,549	0.56
				06.06.2014	710	Transfer	1,37,259	0.56
				13.06.2014	–621	Transfer	1,36,638	0.56
				20.06.2014	–679	Transfer	1,35,959	0.56
				30.06.2014	100	Transfer	1,36,059	0.56
				04.07.2014	2,950	Transfer	1,39,009	0.57
				11.07.2014	–3,050	Transfer	1,35,959	0.56
				18.07.2014	1,025	Transfer	1,36,984	0.56
				25.07.2014	–1,025	Transfer	1,35,959	0.56
				01.08.2014	3	Transfer	1,35,962	0.56
				08.08.2014	–3	Transfer	1,35,959	0.56
				05.09.2014	1,000	Transfer	1,36,959	0.56
				12.09.2014	–700	Transfer	1,36,259	0.56
				19.09.2014	2,220	Transfer	1,38,479	0.57
				30.09.2014	–2,520	Transfer	1,35,959	0.56
				03.10.2014	100	Transfer	1,36,059	0.56
				10.10.2014	3,001	Transfer	1,39,060	0.57
				17.10.2014	–3,101	Transfer	1,35,959	0.56
				24.10.2014	200	Transfer	1,36,159	0.56
				31.10.2014	–200	Transfer	1,35,959	0.56
				07.11.2014	1,186	Transfer	1,37,145	0.56
				14.11.2014	–686	Transfer	1,36,459	0.56
				31.12.2014	–384	Transfer	1,36,075	0.56
				02.01.2015	231	Transfer	1,36,306	0.56
				09.01.2015	13,149	Transfer	1,49,455	0.62
				16.01.2015	4,690	Transfer	1,54,145	0.63
				23.01.2015	–11,138	Transfer	1,43,007	0.59
				30.01.2015	6,809	Transfer	1,49,816	0.62
				06.02.2015	–10,737	Transfer	1,39,079	0.57
				13.02.2015	2,980	Transfer	1,42,059	0.58
				20.02.2015	5,900	Transfer	1,47,959	0.61

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

Sl. No.	Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reasons	Cumulative Shareholding	
		No. of shares at the beginning /end of the year	% of total shares of the Company				No. of shares	% of total shares of the Company
				27.02.2015	-1,100	Transfer	1,46,859	0.60
				06.03.2015	-4,850	Transfer	1,42,009	0.58
				13.03.2015	-50	Transfer	1,41,959	0.58
		1,43,159	0.59	31.03.2015	1,200	Transfer	1,43,159	0.59
6	Snehalatha Singhi #	1,10,481	0.45	01.04.2014				
				30.06.2014	-1,10,481	Transfer	-	-
		-	-	31.03.2015				
7	Meenakshi Mercantiles Ltd. #	1,00,000	0.41	01.04.2014			-	-
				07.11.2014	-1,00,000	Transfer	-	-
		-	-	31.03.2015				
8	Anand Rathi Capital Advisors Private Limited #	1,00,000	0.41	01.04.2014				
		1,00,000	0.41	31.03.2015				
9	Mona Parekh #	1,00,000	0.41	02.05.2014	-1,00,000	Transfer	-	-
				19.09.2014	50,000	Transfer	50,000	0.21
				27.03.2015	-40,786	Transfer	9,214	0.04
		-	-	31.03.2015	-9,214	Transfer	-	-
10	Karmic Stock Broking (P) Ltd. #	98,580	0.41	01.04.2014				
				18.04.2014	322	Transfer	98,902	0.41
				02.05.2014	20,000	Transfer	1,18,902	0.49
				30.05.2014	18,000	Transfer	1,36,902	0.56
				06.06.2014	-5,263	Transfer	1,31,639	0.54
				13.06.2014	15,161	Transfer	1,46,800	0.60
				20.06.2014	13,577	Transfer	1,60,377	0.66
				30.06.2014	-17,594	Transfer	1,42,783	0.59
				04.07.2014	-4,425	Transfer	1,38,358	0.57
				11.07.2014	20,000	Transfer	1,58,358	0.65
				25.07.2014	-9,237	Transfer	1,49,121	0.61
				12.09.2014	-80,000	Transfer	69,121	0.28
				19.09.2014	66,258	Transfer	2,863	0.01
				07.11.2014	2,863	Transfer	-	-
		-	-	31.03.2015				
11	LSI Financial Services (P) Ltd.*	-	-	01.04.2014				
				02.05.2014	10,00,000	Transfer	10,00,000	4.12
		10,00,000	4.12	31.03.2015	-	-	-	-

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

Sl. No.	Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reasons	Cumulative Shareholding	
		No. of shares at the beginning /end of the year	% of total shares of the Company				No. of shares	% of total shares of the Company
12	Ganpati Industrial Pvt. Ltd.*	-	-	01.04.2014				
				06.06.2014	4,00,000	Transfer	4,00,000	1.65
		4,00,000	1.65	31.03.2015				
13	Kailash Sahebrao Katkar*	10,000	0.04	01.04.2014				
				20.06.2014	20,280	Transfer	30,280	0.12
				19.09.2014	81,820	Transfer	1,12,100	0.46
				19.12.2014	20,420	Transfer	1,32,520	0.55
		1,49,767	0.62	20.03.2015	17,247	Transfer	1,49,767	0.62
14	Sunita Biyani *	-	-	01.04.2014				
				29.08.2014	12,151	Transfer	12,151	0.05
				05.09.2014	6,352	Transfer	18,503	0.08
				12.09.2014	10,745	Transfer	29,248	0.12
				19.09.2014	18,171	Transfer	47,419	0.20
				30.09.2014	6,655	Transfer	54,074	0.22
				03.10.2014	2,500	Transfer	56,574	0.23
				10.10.2014	8,478	Transfer	65,052	0.27
				24.10.2014	2,830	Transfer	67,882	0.28
				05.12.2014	400	Transfer	68,282	0.28
				12.12.2014	20,281	Transfer	88,563	0.36
				19.12.2014	553	Transfer	89,116	0.37
				31.12.2014	2,500	Transfer	91,616	0.38
				02.01.2015	499	Transfer	92,115	0.38
				09.01.2015	2,000	Transfer	94,115	0.39
				16.01.2015	2,848	Transfer	96,963	0.40
				23.01.2015	18,000	Transfer	1,14,963	0.47
				30.01.2015	2,000	Transfer	1,16,963	0.48
				06.02.2015	5,027	Transfer	1,21,990	0.50
				13.02.2015	5,291	Transfer	1,27,281	0.52
		20.02.2015	1,302	Transfer	1,28,583	0.53		
		06.03.2015	3,000	Transfer	1,31,583	0.54		
		27.03.2015	2,000	Transfer	1,33,583	0.55		
		31.03.2015	1,33,583				0.55	

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

Sl. No.	Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reasons	Cumulative Shareholding	
		No. of shares at the beginning /end of the year	% of total shares of the Company				No. of shares	% of total shares of the Company
15	Sanjay Katkar *	5,000	0.02	01.04.2014				
				19.09.2014	48,329	Transfer	53,329	0.22
				19.12.2014	71,973	Transfer	1,25,302	0.52
		1,25,302	0.52	31.03.2015				
16	Harihar Securities Private Ltd *	-	-	01.04.2014				
				05.09.2014	15,000	Transfer	15,000	0.06
				19.09.2014	1,56,000	Transfer	1,71,000	0.70
				07.11.2014	19,581	Transfer	1,90,581	0.78
				28.11.2014	-1,033	Transfer	1,89,548	0.78
				05.12.2014	-53,267	Transfer	1,36,281	0.56
				12.12.2014	-20,281	Transfer	1,16,000	0.48
				02.01.2015	3,000	Transfer	1,19,000	0.49
				23.01.2015	-3,000	Transfer	1,16,000	0.48
				06.02.2015	1,802	Transfer	1,17,802	0.48
				13.02.2015	2,500	Transfer	1,20,302	0.50
				20.02.2015	-1,302	Transfer	1,19,000	0.49
				27.02.2015	1,500	Transfer	1,20,500	0.50
				13.03.2015	500	Transfer	1,21,000	0.50
		27.03.2015	-2,000	Transfer	1,19,000	0.49		
		1,19,000	0.49	31.03.2015				
17	RG Texknit Pvt. Ltd. *	500	-	01.04.2014				
				31.12.2014	96,990	Transfer	97,490	0.40
		1,05,638	0.43	31.03.2015	8,148	Transfer	1,05,638	0.43

*Not in the List of Top 10 shareholders as on 01-04-2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2015.

#Ceased to be in the list of Top 10 shareholders as on 31-03-2015. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01-04-2014.

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Name	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the Financial Year	-	-	-	-
· Addition	-	-	-	-
· Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the Financial Year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

(₹)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total
		Mr. Girja Kumar Choudhary (WTD & CFO)	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	37,19,600	37,19,600
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission	NIL	NIL
	- as % of profit	-	-
	- others, specify	-	-
5.	Others, please specify	-	-
	Total (A)	37,19,600	37,19,600
	Ceiling as per the Act	42,00,000	42,00,000

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

B. Remuneration to other directors :

(₹)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Abhijit Datta	Mr. Hari Mohan Marda	Mrs. Karabi Sengupta	Mr. Ram Gobind Ganeriwala	
1.	Independent Directors	22,500	42,500	5,000	45,000	115,000
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	22,500	42,500	5,000	45,000	115,000
2.	Other Non-Executive Directors	Mr. Basant Kumar Parakh				
	Fee for attending board committee meetings	22,500	-	-	-	22,500
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	22,500	-	-	-	22,500
	Total (B)=(1+2)	-	-	-	-	137,500
	Total Managerial Remuneration	-	-	-	-	38,57,100
	Overall Ceiling as per the Act*					

* All non-executive / independent directors have been paid only sitting fees for attending board meeting and committee meetings, which is well within the limits prescribed under the Companies Act, 2013.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹)

Sl No.	Particulars of Remuneration	Key Managerial Personnel	
		Ms. Payel Jain (Company Secretary)	Total
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9,17,592	9,17,592
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - Others, specify	NIL	NIL
5.	Others, please specify	-	-
	Total	9,17,592	9,17,592

ANNEXURES TO THE DIRECTORS' REPORT (Contd.)

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Annexure - 7

DISCLOSURE OF THE PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO AS REQUIRED UNDER COMPANIES (ACCOUNTS) RULES, 2014.

A) CONSERVATION OF ENERGY

I)	The steps taken or impact on conservation of energy	None
II)	The steps taken by the Company for utilising alternate sources of energy	
III)	The capital investment on energy conservation equipment	

B) TECHNOLOGY ABSORPTION

I)	Efforts made towards technology absorption	None
II)	Benefits derived like product improvement, cost reduction, product development or import substitution	
II)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year), following information may be furnished : (a) Technology imported (b) Year of import (c) Whether technology been fully absorbed (d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof	
IV)	The capital investment on energy conservation equipment	Nil

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

	FY 2014-15 (₹)	FY 2013-14 (₹)
Foreign Exchange earned in terms of actual inflows	NIL	NIL
Foreign Exchange outgo in terms of actual outflows	NIL	NIL

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian real estate sector is one of the most globally recognised sectors. In the country, it is the second largest employer after agriculture. It comprises four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations.

The year 2014-15 has been a mixed one for the real estate sector. The election of stable government at the Centre boosted investor sentiment and confidence. The Government of India along with the governments of the respective states has taken several initiatives to encourage the development in the sector. Some of them are as follows:

- The Union Budget 2014-15 has announced a mission to provide a roof for each family under the “housing for all” scheme by 2022. It is targeted to complete 2 crore houses in urban areas and 4 crore houses in rural areas.
- The government has notified the regulations for real estate investments trusts or REITs. These trusts will not only provide liquidity to developers but also enable easier exits. Some of the stringent measures proposed in the earlier version of REIT guidelines have been relaxed to make these instruments competitive globally. However, its impact is still to be felt by the industry.
- FDI rules governing real estate sector has been rationalized. The government has allowed foreign direct investment of up to 100% under the automatic route in real estate projects. This will be for housing, townships, commercial and industrial construction to boost infrastructure activities in India. The minimum floor area required for Foreign Direct Investment (FDI) in projects has been reduced from 50,000 square metres (sq m) to 20,000 sq m. It has also reduced the minimum capital required from \$10 million to \$5 million, making more projects eligible for FDI. This will help boost urbanisation, especially in tier-2 and tier-3 cities, which were struggling to develop large projects. It has also done away with the three-year lock-in period for FDI.
- The government announced some key reductions in the direct tax structure in the interim budget. The tax benefits for consumers and housing loan borrowers were the main demand from the industry to stimulate the sector. The increase in exemption limit from ₹ 2 lakh to ₹ 2.5 lakh will help household savings. Additionally,

the limit on home loan interest has been raised from ₹ 1.5 lakh to ₹ 2 lakh. Increased savings coupled with increased tax benefit will go a long way in motivating home buyers who have been reeling under the pressure of high inflation and high interest rates.

- The Union Cabinet on April 8, 2015 gave its approval to the much awaited modifications to Real Estate (Regulation and Development) Bill, 2013 that seeks to regulate the country's property market.
- The government plans to develop 100 smart cities over the next 20 years for which an initial allocation of ₹ 7,060 crore was provided for in the 2014-15 Union Budget.

All these measures have led to a rise in confidence among investors, developers and end users which are expected to have a positive impact on the future. It will create a better environment for growth of real estate, backed by a strong economy and consumer confidence.

OPPORTUNITIES AND THREATS

With the series of announcements and forming of stable government at the Centre, the Indian real estate sector seems poised for growth. Rapid urbanisation, fast-growing middle class, economic growth and lowering of interest rates is sure to boost demand in 2015-16.

Having said that, “realty” on the ground is not moving with the same pace as the talks. The sector has been demanding a single window clearance to improve ease of doing business, which still remains to be implemented by the Government. Everyone is awaiting the full policy announcement on small cities concept so that this wonderful initiative can be put in place in full. It will not be out of place to mention that until and unless industry status is granted to the real estate sector, this sector will face severe difficulties in raising cheaper funds.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATION PERFORMANCE AND OUTLOOK

Your Company is engaged in various projects through its subsidiaries and associates.

The consolidated revenue from operations of your Company for the year ended 31st March, 2015 is ₹ 72.95 Crores and Profit after Tax is ₹ 12.27 Crores which was marginally higher than the consolidated revenue and Profit after Tax for the previous year, that is, ₹ 20.73 Crores and ₹ 7.55 Crores respectively.

During the year under review, Emami Realty Limited,

MANAGEMENT DISCUSSION AND ANALYSIS *(Contd.)*

its wholly owned subsidiary has entered into two Joint Development Agreements for development of about 8.35 acres and about 6.17 acres at Chennai, Tamil Nadu. The construction schedule of our Project 'Emami City' is on time.

RISKS AND CONCERNS

Your Company operates in an environment which is effected by various factors some of which are beyond its control. The management periodically reviews the control mechanisms in place, so that risks can be minimized to the optimum.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Our internal control systems are adequate and provide, among other things, reasonable assurance of recording transactions of operations in all material respects and

of providing protection against misuse or losses from unauthorized use or disposition.

HUMAN RESOURCE AND INDUSTRIAL RELATION

Your Company's business is managed by a team of competent and passionate leaders, capable of enhancing your Company's standing in the sector.

CAUTIONARY STATEMENT

The Management Discussion and Analysis Report may contain certain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from these expressed in the statement as important factors could influence the Company's operations such as Government policies, local, political and economic development, risk inherent to the Company and such other factors.

REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

Sound Corporate Governance practices are guided by culture, conscience and mindset of an organization and are based on principles of openness, fairness, professionalism, transparency and accountability with an aim to build confidence of its various stakeholders and paving way for its long-term success. Achievement of excellence in good Corporate Governance practices requires continuous efforts and focus on its resources, strengths and strategies towards ensuring fairness and transparency in all its dealings with its stakeholders including society at large

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

At Emami Infrastructure Limited, corporate governance has always been a focal point of attention with emphasis on the complete well-being of all constituents. Good corporate governance encompasses law, procedures, practices and implicit rules that determine the management's ability to take sound and informed business decisions vis-à-vis all its stakeholders i.e. shareholders, creditors, employees and the state. The Company's philosophy on corporate governance

envisages attainment of the highest level of transparency, accountability, integrity and equity in all facets of its operations and in its interaction with stakeholders.

The Board of Directors of your Company is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a pivotal role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to the best practices across the globe.

BOARD OF DIRECTORS

Composition of Board of Directors

The Company has an optimum composition of Board of Directors in conformity with Clause 49 of the Listing Agreement with the Stock Exchanges. The Board as on 31st March, 2015 consists of 6 Directors out of which 4 Directors are Independent Director. The composition and category of the directors on the Board are as follows :

Sl. No.	Name	Designation	Category
1	Mr. Abhijit Datta (DIN : 00790029)	Chairman	Non-Executive Independent
2	Mr. Hari Mohan Marda (DIN : 00855466)	Director	Non-Executive Independent
3	Mr. Ram Gobind Ganeriwala (DIN : 00863042)	Director	Non-Executive Independent
4	Mrs. Karabi Sengupta* (DIN : 02534951)	Additional Director	Non-Executive Independent
5	Mr. Basant Kumar Parakh (DIN : 00103176)	Director	Non-Executive Non- Independent
6	Mr. Girja Kumar Choudhary (DIN : 00821762)	Whole Time Director & CFO	Executive

*Appointed as Director w.e.f. 31st March, 2015

Board Meetings & Procedure

The Board ensures that the Company's reporting and disclosure practices meet the highest standards of Corporate Governance and that the business practices followed by the Company are oriented towards meeting obligations towards various stakeholders and enhancing shareholders value.

The Board meets at regular intervals to discuss and decide on Company's business policy and strategy apart from normal business. The Agenda of the meeting is circulated well in advance to the Board members backed by comprehensive background information to enable them to

take appropriate decisions. In addition to the information required under Annexure X to the Revised Clause 49 of the Listing Agreement, the Board is also kept informed of major events wherever necessary.

Number and dates of Board Meetings held during the year

Seven Board meetings were held during the financial year on May 30, 2014, June 25, 2014, August 14, 2014, September 5, 2014, November 12, 2014, February 13, 2015 and March 31, 2015. The details of Board meetings held during the financial year and the number of Directors present are listed below :

REPORT ON CORPORATE GOVERNANCE (Contd.)

Sl. No.	Date of Board Meetings	Total strength of the Board	No. of Directors present
1	May 30, 2014	6	5
2	June 25, 2014	6	4
3	August 14, 2014	6	4
4	September 5, 2014	6	5
5	November 12, 2014	6	5
6	February 13, 2015	5	4
7	March 31, 2015	6	6

The maximum time gap between any two meetings was less than 120 days as stipulated under Clause 49 of the Listing Agreement.

Attendance at aforesaid Board Meetings, at the last

Annual General Meeting and the number of Directorships and Committee Memberships / Chairmanship in other Companies of each of the Directors as on March 31, 2015 are below :

Name of Directors	Attendance at		Number of other Directorships as on March 31, 2015 ⁽¹⁾	No. of Membership(s) / Chairmanship(s) of Board Committees in other companies as on March 31, 2015 ⁽²⁾
	Board Meeting	AGM		
Mr. Abhijit Datta	5	Yes	4	4 (including 3 as Chairman)
Mr. Hari Mohan Marda	7	Yes	7	4 (including 2 as Chairman)
Mr. Ram Gobind Ganeriwala	7	Yes	1	1
Mrs. Karabi Sengupta@	1	N.A.	1	–
Mr. Basant Kumar Parakh	6	Yes	2	–
Mr. Girja Kumar Choudhary	7	Yes	2	1
Mr. Amar Bhalotia*	–	No	–	–

(1) Excluding Alternate Directorships and Directorships in the Foreign Companies, Section 8 Companies and Private Limited Companies.

(2) Includes only Audit Committee and Stakeholders' Relationship Committee.

@Appointed w.e.f. March 31, 2015.

* Ceased to be Director w.e.f. February 13, 2015.

None of the Directors on the Board is a Member of more than 10 Board-level Committees or Chairman of more than 5 such Committees as specified in Clause 49 of the Listing Agreement, across all the companies in which he is a Director.

None of the Independent Directors is acting as an Independent Director in more than 7 listed companies.

COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal

with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles as a part of good governance practice. The minutes of the meetings of all the Committees are placed before the Board for review.

The Board has currently established the following Committees :

- Audit Committee.
- Stakeholders' Relationship Committee.
- Nomination & Remuneration Committee.

Audit Committee

As on March 31, 2015, the Committee consists of 3 Directors, who bring with them vast experience in the field of operations, finance and accounts and the Company has immensely benefited from the deliberations of the Audit Committee. The Committee comprises of :

REPORT ON CORPORATE GOVERNANCE (Contd.)

Sl. No.	Name	Category	Designation
1	Mr. Ram Gobind Ganeriwala	Non-Executive Independent	Chairman
2	Mr. Hari Mohan Marda	Non-Executive Independent	Member
3	Mr. Girja Kumar Choudhary	Executive	Member

The Chairman of the Audit Committee is an Independent Director and the Company Secretary acts as the Secretary to the Committee. The Chairman of the Audit Committee attended the previous Annual General Meeting held on 5th September, 2014.

The Committee's composition and its terms of reference meet the requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Audit Committee is empowered, pursuant to its terms of reference, *inter-alia*, to:

- investigate any activity within its terms of reference.
- seek information from any employee.
- obtain outside legal or other professional advice.
- secure attendance of outsiders with relevant expertise, if it considers necessary.
- have full access to information contained in the records of the Company.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and *inter-alia* performs the following functions :

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment, remuneration, terms of appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to :
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013

(clause (2AA) of Section 217 of the Companies Act, 1956).

- b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Examination of financial statements and the Auditors' report thereon.
 6. Approval or any subsequent modification of transactions with related parties.
 7. Scrutiny of inter-corporate loans and investments.
 8. Valuation of undertaking or assets of the Company, wherever necessary.
 9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
 10. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 11. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
 12. Reviewing, with the management, performance of internal auditors, and adequacy of the internal control systems.

REPORT ON CORPORATE GOVERNANCE (Contd.)

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
16. Evaluation of internal financial controls and risk management systems.
17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
18. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
19. To review the functioning of the Whistle Blower mechanism.
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

During the financial year ended March 31, 2015, Audit Committee met 4 (Four) times on 30th May, 2014, 14th August, 2014, 12th November, 2014 and 13th February, 2015. The details of the number of meetings held and attendance of the Directors thereat are given herein below :

Sl. No.	Name	No. of Meetings held	No. of Meetings attended
1	Mr. Ram Gobind Ganeriwala	4	4
2	Mr. Hari Mohan Marda	4	4
3	Mr. Girja Kumar Choudhary	4	4

Stakeholders' Relationship Committee

As on March 31, 2015, the Committee comprises of 3 Directors, namely :

Sl. No.	Name	Category	Designation
1	Mr. Ram Gobind Ganeriwala	Non-Executive Independent	Chairman
2	Mr. Basant Kumar Parakh	Non-Executive Non-Independent	Member
3	Mr. Girja Kumar Choudhary	Executive	Member

The Committee was re-named as Stakeholders' Relationship Committee on May 30, 2014 to align with the requirements of Section 178 of the Companies Act, 2013. The composition and the terms of reference of the Committee meet with the requirements of Clause 49 of the Listing Agreement and provisions of the Companies Act, 2013. The Company Secretary acts as a Secretary to the Committee.

During the period under review, only one meeting was held

on 20th November, 2014. All the members were present at the said meeting.

The Committee looks into redressal of Shareholders' / Investors' complaints like transfer of shares, non-receipt of declared dividend, non-receipt of annual report etc., besides complaints from SEBI, Stock Exchanges and Registrar of Companies etc.

During the year under review, no complaints were received by the Company.

REPORT ON CORPORATE GOVERNANCE (Contd.)

The name, designation and address of Compliance Officer of the Company is as under :

Name and Designation	Ms. Payel Jain, Company Secretary
Address	Emami Tower, 2nd Floor, 687 Anandapur, E. M. Bypass, Kolkata - 700 107
Contact	Phone: (033) 6613 6236
E-mail	payel.jain@emamirealty.com

Nomination & Remuneration Committee

The Committee consists of 3 Directors, all being independent. The Committee comprises of :

Sl. No.	Name	Category	Designation
1	Mr. Hari Mohan Marda	Non-Executive Independent	Chairman
2	Mr. Ram Gobind Ganeriwala	Non-Executive Independent	Member
3	Mr. Abhijit Datta	Non-Executive Independent	Member

Mr. Amar Bhalotia ceased to be a member of the Committee w.e.f. February 13, 2015.

The Committee's constitution and terms of reference are in compliance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Company Secretary acts as a Secretary to the Nomination & Remuneration Committee.

Terms of Reference of the Committee, *inter-alia*, includes the following :

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal;
- To formulate criteria for and carry out evaluation of Independent Directors and the Board;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
- To devise a policy on Board diversity;

- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;

During the year under review, two meetings were held on April 3, 2014 and February 13, 2015. All the then members of the Committee except Mr. Amar Bhalotia were present in the meeting.

Remuneration Policy

The success of the organization in achieving good performance and good governing practices depends on its ability to attract and retain individuals with requisite knowledge and excellence as executive and non-executive Directors.

The Remuneration Policy of the Company is attached as **Annexure 5** to the Board's Report.

Details of Remuneration to all Directors :

- A) The details of sitting fees for the Financial Year 2014-15 paid to the Non-Executive Directors and their shareholding in the Company are as under :

Name	Category	Sitting Fees (₹)	No. of shares held as on 31st March, 2015
Mr. Abhijit Datta	Non-Executive Independent	22,500	NIL
Mr. Hari Mohan Marda	Non-Executive Independent	42,500	NIL
Mr. Ram Gobind Ganeriwala	Non-Executive Independent	45,000	NIL
Mrs. Karabi Sengupta^	Non-Executive Independent	5,000	NIL
Mr. Basant Kumar Parakh	Non-Executive Non-Independent	22,500	NIL

^ Appointed w.e.f. 31.03.2015.

No commission was paid to Directors during the year ended 31st March 2015.

REPORT ON CORPORATE GOVERNANCE (Contd.)

- B) Details of Remuneration paid to Mr. Girja Kumar Choudhary as Whole-time Director & CFO of the Company for the financial year 2014-15 are as under :

(₹)

Salary	33,94,050
Contribution to Provident Fund	2,88,000
Contribution to National Pension Fund	1,02,150
Bonus and Allowances	2,23,400
Total	40,07,600

The tenure of office of Whole-time Director & CFO is for 5 years from the date of appointment and can be terminated by either party by giving three months' notice in writing.

INDEPENDENT DIRECTORS' MEETING

During the period under review, Independent Directors met on 30th March, 2015, inter-alia, to discuss :

- Evaluation of the Performance of the Independent Directors and Board of Directors as a whole;
- Evaluation of the quality, content and timelines of flow of information between the Management and the

Board that is necessary for the Board to perform its duties effectively and reasonably.

All the Independent Directors were present in the meeting.

GENERAL BODY MEETINGS

- During the preceding three years, the Company's Annual General Meetings (AGM) were held at Emami Tower, 687 Anandapur, E. M. Bypass, Kolkata 700 107. The date and time of the AGMs held during the last three years and special resolutions passed thereat, are as follows :

Year	Day, Date & Time	Special Resolutions passed
2013-14	Friday, 5th September, 2014 at 2.30 P.M.	1) Alteration of Articles of Association of the Company; 2) Authority provided to the Board to borrow upto ₹ 500 Crores under Section 180(1)(c) of the Companies Act, 2013; 3) Authority provided to the Board to make investment upto ₹ 200 Crores under Section 186 of the Companies Act, 2013.
2012-13	Monday, 12th August, 2013 at 11.30 A.M.	NIL
2011-12	Friday, 21st September 2012 at 11.30 A.M	NIL

- No Extra-Ordinary General Meeting of the shareholders was held during the year.
- No Special Resolution was passed through postal ballot during the financial year 2014-15.
- None of the business proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through postal ballot.

DISCLOSURES

1. Related party transactions

All contracts with our affiliates entered into during the said period have no potential conflict with interests of the Company at large and are being carried out at an arm's length at fair market value.

Details of such transactions as per requirement of Accounting Standard 18 are disclosed in Note No. 16 to the Audited Financial Statements.

2. Details of non-compliance by the Company

There has been no non-compliance and no strictures/penalties have been imposed on the Company by the Stock Exchanges or the Securities and Exchange Board of India (SEBI) or any statutory authority on any matters related to capital markets during the last three years.

3. Accounting treatment in preparation of financial statement

The financial statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 and the provisions of the Act (to the extent notified).

REPORT ON CORPORATE GOVERNANCE (Contd.)

4. Whistle Blower Policy

The Company has formed a Whistle Blower Policy/ Vigil Mechanism as required under Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The said policy may be referred to, at the Company's website at the weblink: <http://www.emamirealty.com/code.php>.

None of the officials/personnel of the Company has been denied access to the Audit Committee. The Vigilance Officer/Chairman of Audit Committee has not received any complaint during the financial year ended 31st March, 2015.

5. Compliance with Clause 49 of the Listing Agreement

The Company has complied with the mandatory requirements of the Clause 49 of the Listing Agreement. The Company has adopted the following non-mandatory requirements of Clause 49 of Listing Agreement:

i. Audit Qualification

The Company is in the regime of unqualified financial statements.

ii. Reporting of Internal Auditor

The Internal Auditor directly reports to the Audit Committee.

CODE OF CONDUCT

The Board has laid down the Code of Conduct for its Members and designated Senior Management Personnel of the Company. The Code has been posted on the Company's website. All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct.

CEO/CFO CERTIFICATION

In terms of requirement of Clause 49(IX) of the Listing Agreement, CFO of the Company have certified to the Board regarding financial statements for the year ended 31st March, 2015.

MEANS OF COMMUNICATION

- i) **Publication of results:** The Company publishes its quarterly and annual results in newspapers such as, Financial Express, Ek Din and Ei Samay. The same are also submitted to the Stock Exchanges.
- ii) **News, Releases etc:** All vital information relating to the Company and its performance including financial results are regularly posted on the Company's website at www.emamirealty.com.
- iii) During the year under review, the Company did not make any presentation to institutional investors or to analysts.

GENERAL SHAREHOLDER INFORMATION

i. AGM Details

Date	September 09, 2015 (Wednesday)
Time	2.30 P.M.
Venue	Emami Tower, 687 Anandapur, E. M. Bypass, Kolkata - 700 107

ii. Financial Calendar

Financial year - 1st April, 2015 to 31st March, 2016

Financial Reporting for the Year 2015-16 :

Particulars	Quarter (Q.E)/Year ending (Y.E)	Tentative Schedule*
Unaudited Financial Results (1st Quarter)	Q.E. 30.06.2015	On or before August 14, 2015
Unaudited Financial Results (2nd Quarter)	Q.E. 30.09.2015	On or before November 14, 2015
Unaudited Financial Results (3rd Quarter)	Q.E. 31.12.2015	On or before February 14, 2016
Audited Financial Results (4th Quarter/Annual)	Y.E. 31.03.2016	On or before May 30, 2016

*tentative and subject to change.

iii. Book closure Dates

: September 03, 2015 to September 09, 2015
(Both days inclusive)

REPORT ON CORPORATE GOVERNANCE (Contd.)

- iv. **Dividend Payment Date** : Not Applicable
- v. **Listing on Stock Exchanges:** : BSE Limited (BSE)
National Stock Exchange of India Ltd. (NSE)
Calcutta Stock Exchange Limited (CSE)
The listing fees for financial year 2015-16 to BSE, NSE and CSE have been paid.
- vi. **Stock Code** : *Trading Symbol*
BSE Limited - 533218
NSE - EMAMIINFRA
CSE - 15214
- Demat ISIN No.** : ISIN No. : INE778K01012
- Corporate Identity No.** : L45400WB2008PLC121426

vii. Market Price Data

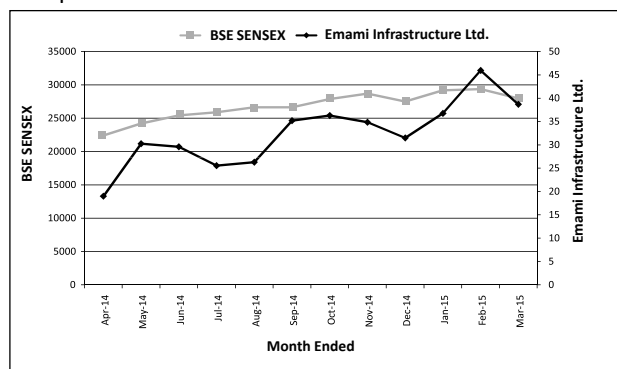
High, Low during each month in the last financial year at BSE and NSE :

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr 2014	21.00	15.15	20.95	15.70
May 2014	33.85	18.00	33.55	17.55
Jun 2014	32.10	26.50	32.95	26.00
Jul 2014	30.30	24.35	30.35	24.05
Aug 2014	29.75	23.65	30.25	23.00
Sep 2014	43.75	26.15	43.70	25.50
Oct 2014	37.30	32.05	38.00	31.45
Nov 2014	41.40	30.30	37.25	31.70
Dec 2014	36.50	30.05	37.00	31.00
Jan 2015	40.80	31.30	40.70	31.00
Feb 2015	57.70	37.00	57.80	36.50
Mar 2015	46.70	31.10	46.95	31.50

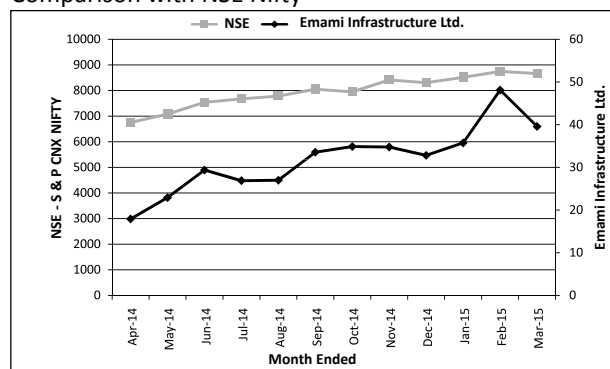
[Source : This information is compiled from the date available from the websites of BSE and NSE.]

viii. Performance in comparison to broad based indices:

Comparison with BSE Sensex



Comparison with NSE Nifty



REPORT ON CORPORATE GOVERNANCE (Contd.)

ix. Registrar and Share Transfer Agent and Share Transfer System

The Company's share transfers are handled by Maheshwari Datamatics Pvt. Ltd., Registrar and Transfer Agents (RTA).

Maheshwari Datamatics Pvt. Ltd.

6, Mangoe Lane, 2nd Floor, Kolkata - 700 001

Phone : (033) 2243 5809 / 5029

Fax : (033) 2248 4787

Email Id : mdpldc@yahoo.com

x. Share Transfer System

The shares received in physical mode by the Company / RTA are transferred expeditiously provided the documents are complete and shares under transfer are not under dispute. Confirmation in respect of the request for dematerialization of shares is sent to respective depositories - National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) within stipulated period.

xi. Distribution of Shareholding and shareholding pattern as on 31st March 2015

Distribution of Shareholding :

Shareholding	Shareholders		Shares	
	Number	% of Total	Number	% of Total
Upto 500	11,816	87.35	13,72,039	5.64
501 to 1,000	863	6.38	7,30,584	3.01
1,001 to 2,000	397	2.94	6,13,140	2.52
2,001 to 3,000	143	1.06	3,73,450	1.54
3,001 to 4,000	65	0.48	2,38,523	0.98
4,001 to 5,000	50	0.37	2,40,857	0.99
5,001 to 10,000	86	0.64	6,38,226	2.63
10,001 and above	106	0.78	2,00,91,573	82.69
Grand Total	13,526	100.00	2,42,98,392	100.00

Shareholding Pattern :

Sl. No.	Description	No. of shares	Percentage of capital
I.	Promoter and Promoter group	1,41,07,511	58.06
II.	Public Shareholding		
	Non-Institutions		
	a. Bodies Corporate	50,34,776	20.72
	b. Individuals	50,98,385	20.98
	c. Non Resident Individual	28,599	0.12
	d. Clearing Member	29,121	0.12
	Sub-total	1,01,90,881	41.94
	Total (I) +(II)	2,42,98,392	100.00

xii. Dematerialization of shares and liquidity

As on 31st March 2015, 2,42,77,313 shares of the Company, aggregating to 99.91% of the paid up share capital of the Company was held in dematerialised form with the NSDL and CDSL.

xiii. Outstanding convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments.

REPORT ON CORPORATE GOVERNANCE (Contd.)

xiv. Plant Locations

Not Applicable

xv. Address for Correspondence

For any assistance, queries regarding transfer or transmission of shares, dematerialization, non-receipt of dividend, non-credit of shares in demat account and any other query relating to the shares of the Company and Annual Report, the shareholders may write to the following :

- | | |
|--|---|
| <p>1. The Company Secretary
Emami Infrastructure Limited
Emami Tower, 2nd Floor
687, Anandapur
E.M. Bypass, Kolkata - 700 107
Phone : (033) 6613 6236
Fax : (033) 6613 6249
E-mail : infra@emamirealty.com</p> | <p>2. Registrar and Share Transfer Agent
Maheshwari Datamatics Pvt. Ltd.
6, Mangoe Lane, 2nd Floor
Kolkata - 700 001
Phone : (033) 2243 5809 / 5029
Fax : (033) 2248 4787
E-mail : mdpldc@yahoo.com</p> |
|--|---|

CEO/CFO CERTIFICATION

To

Board of Directors

Emami Infrastructure Limited

1. We have reviewed the financial statements and the cash flow statement of Emami Infrastructure Limited for the year ended March 31, 2015 and that to the best of our knowledge and belief, we state that:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct;
3. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and necessary steps have been taken to rectify these deficiencies.
4. We have indicated to the Auditors and Audit Committee:
 - (a) Significant changes, if any, in internal control over the financial reporting during the year;
 - (b) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

For **EMAMI INFRASTRUCTURE LIMITED**

Place : Kolkata
Date : May 25, 2015

Hari Mohan Marda
Director

Girja Kumar Choudhary
Whole Time Director & CFO

REPORT ON CORPORATE GOVERNANCE (Contd.)

COMPLIANCE WITH CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of financial year 2014-15.

For **EMAMI INFRASTRUCTURE LIMITED**

Place : Kolkata
Date : May 25, 2015

Girja Kumar Choudhary
Whole Time Director & CFO

CERTIFICATE OF COMPLIANCE FROM AUDITORS AS STIPULATED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

To
The Members of
Emami Infrastructure Limited

We have reviewed the records of Emami Infrastructure Limited for the year ended on March 31, 2015 relating to compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreements of the Company with the stock exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our review was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression on the financial statements of the Company.

In our opinion and according to the information and explanations given to us, we state that to the best of our knowledge the Company has complied with the conditions of Corporate Governance stipulated in Clause 49 of the above mentioned Listing Agreements.

We further state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency nor effectiveness with which the management has conducted the affairs of the Company.

For **S. K. AGRAWAL & CO.**
Chartered Accountants
Firm Registration No. 306033E

Radhakrishnan Tondon
Partner
Membership No. 060534

Place : Kolkata
Dated : May 25, 2015

INDEPENDENT AUDITORS' REPORT

To the Members of
Emami Infrastructure Limited

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Emami Infrastructure Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its losses and the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of accounts as

INDEPENDENT AUDITORS' REPORT *(Contd.)*

required by law have been kept by the Company so far as it appears from our examination of those books.

- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our

information and according to the explanations given to us:

- i. The financial statements disclose the impact of pending litigations on the financial position of the Company - Refer Note 19(b) to the financial statements.
- ii. The Company did not have any material foreseeable losses on long term contracts including derivative contracts.
- iii. There is no such sum which is required to be transferred, to the Investor Education and Protection Fund by the Company.

Kolkata
May 25, 2015

For **S. K. AGRAWAL & CO.**
Chartered Accountants
Firm Registration No. 306033E

Radhakrishan Tondon
Partner
Membership No: 060534

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

- (i) The Company does not have any fixed assets and accordingly this clause of the Order is not applicable to the Company.
- (ii) The Company does not have any inventory and accordingly this clause of the Order is not applicable to the Company.
- (iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) There are no transactions of the purchase of inventories and fixed assets and sale of goods and services during the year. Accordingly, provisions of the Order are not applicable to the Company.
- (v) The Company has not accepted any deposits as defined under section 73 of Companies Act, 2013.
- (vi) As explained to us, the Company is not required to maintain cost records prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- (vii) a. The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Income Tax, Service Tax, Cess and other Statutory dues with the appropriate authorities during the year. According to the information and explanation given to us, there were no undisputed amount payable in respect of these statutory dues which have remained outstanding as at 31st March, 2015 for a period of more than six months from the date they become payable.
- b. According to the information and explanations given to us, there are no material dues in respect of Sales Tax, Income Tax, Custom Duty, Service Tax, and Cess except the following:

Name of the Statute	Nature of Dues	Amount under dispute not yet deposited (₹ in lacs)	Financial Year to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	47.29	2009-10	I.T.A.T. (Kolkata)

- c. According to the information and explanations given to us, there was no amount required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and rules thereunder.
- (viii) The Company does not have accumulated losses exceeding fifty percent of its net worth at the end of the financial year. The Company has incurred cash losses during the current year as well as in the immediately preceding financial year.
- (ix) The Company has not raised Loan from Financial Institution or Banks or by issue of Debentures and accordingly this clause of the Order is not applicable to the Company.
- (x) According to the information and explanation given to us, the Company has given corporate guarantee for loan taken by its subsidiary company amounting to ₹ 450 crore from the bank. As explained, the terms and conditions are not prejudicial to the interests of the Company.
- (xi) To the best of our knowledge and belief and according to the information and explanations given to us, no term loans has been availed by the Company.
- (xii) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For **S. K. AGRAWAL & CO.**
Chartered Accountants
Firm Registration No. 306033E

Radhakrishnan Tondon
Partner
Membership No: 060534

Kolkata
May 25, 2015

BALANCE SHEET as at 31st March, 2015

(₹)

	Note	As at 31.03.2015		As at 31.03.2014	
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share Capital	2	4,85,96,784		4,85,96,784	
Reserves and Surplus	3	36,23,79,979	41,09,76,763	36,30,01,675	41,15,98,459
Non - Current Liabilities					
Long - Term Provisions	4		19,77,755		14,77,959
Current Liabilities					
Other Current Liabilities	5	2,95,779		2,98,509	
Short - Term Provisions	6	2,83,95,057	2,86,90,836	3,09,66,180	3,12,64,689
TOTAL			44,16,45,354		44,43,41,107
ASSETS					
Non - Current Assets					
Non - Current Investments	7	9,85,01,250		9,85,01,250	
Long - Term Loans and Advances	8	90,000	9,85,91,250	90,000	9,85,91,250
Current Assets					
Cash and Bank Balances	9	2,76,872		1,96,336	
Short - Term Loans and Advances	10	34,27,77,232	34,30,54,104	34,55,53,521	34,57,49,857
TOTAL			44,16,45,354		44,43,41,107
Summary of Significant Accounting Policies and Notes to Accounts	1 to 21				

As per our report of even date

For and on behalf of the Board of Directors

For **S. K. AGRAWAL & CO.**
Chartered Accountants
Firm Registration No. 306033E

Abhijit Datta
Chairman

Hari Mohan Marda
Director

Ram Gobind Ganeriwala
Director

Radhakrishnan Tondon
Partner
Membership No. 060534

Karabi Sengupta
Director

Girja Kumar Choudhary
Wholetime Director & CFO

Payel Jain
Company Secretary

Kolkata
May 25, 2015

STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2015

(₹)

Particulars	Note	2014-15	2013-14
INCOME			
Revenue from Operations		–	–
Other Income	11	72,00,000	28,99,116
Total Revenue (I)		72,00,000	28,99,116
EXPENSES			
Employee Benefits Expense	12	57,52,388	45,83,190
Other Expenses	13	19,32,349	14,68,392
Total Expenses (II)		76,84,737	60,51,582
Profit/(Loss) before tax (I - II)		(4,84,737)	(31,52,466)
Tax Expense			
- Income Tax paid for Earlier Years		1,36,959	-
Profit/(Loss) for the period		(6,21,696)	(31,52,466)
Earnings per Equity Share of face value of ₹ 2/- each			
Basic & Diluted	14	(0.03)	(0.13)
Summary of Significant Accounting Policies and Notes to Accounts	1 to 21		

As per our report of even date

For and on behalf of the Board of Directors

For **S. K. AGRAWAL & CO.**
Chartered Accountants
Firm Registration No. 306033E

Abhijit Datta
Chairman

Hari Mohan Marda
Director

Ram Gobind Ganeriwala
Director

Radhakrishan Tondon
Partner
Membership No. 060534

Karabi Sengupta
Director

Girja Kumar Choudhary
Wholtime Director & CFO

Payel Jain
Company Secretary

Kolkata
May 25, 2015

CASH FLOW STATEMENT for the year ended 31st March, 2015

(₹)

Particulars	2014-15	2013-14
CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) before tax	(4,84,737)	(31,52,466)
Adjustment for:		
Interest Income	–	(28,99,116)
Operating Profit before Working Capital Changes	(4,84,737)	(60,51,582)
Adjustment for:		
Increase in Long-Term Provisions	4,99,796	7,27,919
Decrease in Other Current Liabilities	(2,730)	(98,295)
Increase/(Decrease) in Short-Term Provisions	(25,71,123)	1,638
Decrease in Short-Term Loans and Advances	14,87,085	–
Decrease in Long-Term Loans and Advances	–	7,41,50,000
Cash Generated from/(used in) Operations	(10,71,709)	6,87,29,680
Less : Income Taxes Paid	1,36,959	1,58,63,112
Net Cash from/(used in) Operating Activities (A)	(12,08,668)	5,28,66,568
CASH FLOW FROM INVESTING ACTIVITIES		
Loans Given	(82,00,000)	(19,31,00,000)
Loans Realised	68,80,000	12,42,50,000
Interest Received	26,09,204	1,60,15,901
Net Cash from / (used in) Investing Activities (B)	12,89,204	(5,28,34,099)
CASH FLOW FROM FINANCING ACTIVITIES		
Net Cash from Financing Activities (C)	–	–
Net increase in cash and cash equivalents (A+B+C)	80,536	32,469
Cash and Cash Equivalents at the beginning of the year *	1,96,336	1,63,867
Cash and Cash Equivalents at the end of the year *	2,76,872	1,96,336

* Represents Cash and Bank Balance as indicated in Note No. 9

As per our report of even date

For and on behalf of the Board of Directors

For **S. K. AGRAWAL & CO.**
Chartered Accountants
Firm Registration No. 306033E

Abhijit Datta
Chairman

Hari Mohan Marda
Director

Ram Gobind Ganeriwala
Director

Radhakrishnan Tondon
Partner
Membership No. 060534

Karabi Sengupta
Director

Girja Kumar Choudhary
Wholetime Director & CFO

Payel Jain
Company Secretary

Kolkata
May 25, 2015

NOTES TO FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED MARCH 31, 2015

I. BASIS OF PREPARATION

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (the 'Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a new accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

II. USE OF ESTIMATES

The preparation of financial statements, in conformity with the generally accepted accounting principles, requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known / materialized.

III. FIXED ASSETS

Fixed Assets are stated at cost less accumulated depreciation. Interest and other financial charges on loans borrowed specifically for acquisition of capital assets are capitalized till the start of its intended use.

IV. INTANGIBLE ASSETS

Intangible assets are recognized, only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprises and the cost of the assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any.

V. DEPRECIATION AND AMORTISATION

Depreciation on fixed assets is provided on the basis of the useful lives as provided in the Schedule II to the Companies Act 2013, being applicable from 1st April, 2014.

VI. INVESTMENTS

Long term investments are stated at cost. Current investments are stated at cost or fair value whichever is lower. Diminution in value of long term investments

other than temporary in nature is charged to Statement of Profit & Loss.

VII. INVENTORIES

Inventories are valued at lower of cost and net realisable value.

VIII. PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that a cash outflow will be required and reliable estimate can be made of the amount of the obligation. Contingent liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation. Provisions and Contingent Liabilities are revalued at each Balance sheet date.

IX. REVENUE RECOGNITION

Revenues are recognised in accordance with the guiding principles of Accounting Standard - 9, notified in the Companies (Accounting Standards) Rules, 2006.

X. BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of assets. All other borrowing costs are charged to revenue. A qualifying asset is one that takes substantial period of time to get ready for its intended use

XI. TAXATION

Income Tax expense comprises of current tax and deferred taxes. Income tax Expense is accounted for in accordance with AS-22 "Accounting for Taxes on Income" which includes current tax and deferred taxes.

Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences for earlier years. Deferred tax assets arising from timing differences are recognised to the extent, there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets will be realised.

XII. EMPLOYEE BENEFITS

a) Short term employee benefits are recognised as expense at the undiscounted amount in the

NOTES TO FINANCIAL STATEMENTS (Contd.)

Statement of Profit and Loss of the year in which the related service is rendered.

- b) Post employment and other long term employee benefits are recognised as expense in the Statement of Profit and Loss for the year in which the employees have rendered services. The expenses are recognised at the present value of amounts payable determined using the actuarial valuation techniques at the end of each financial year. Actuarial gains or losses in respect of post employment and other long term benefits are charged to Statement of Profit & Loss.

XIII. IMPAIRMENT OF ASSETS

The Company identifies impairable assets at the year end in accordance with the guiding principles of Accounting Standard 28, notified in Companies (Accounting Standards) Rules 2006, for the purpose of arriving at impairment loss thereon being the difference between the book value and recoverable

value of relevant assets. Impairment loss, when crystallizes, are charged against revenues for the year.

XIV. EARNING PER SHARE

Basic earnings per share are calculated by dividing the net profit/loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects for all dilutive potential equity shares.

XV. CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purpose of cash flow statement comprise current account bank balance, cash in hand and bank deposit account balance (with maturity of three months or less as at the balance sheet date).

2. SHARE CAPITAL

	(₹)	
	As at 31.03.2015	As at 31.03.2014
Authorized Shares		
2,50,00,000 Equity Shares of ₹ 2/- each	5,00,00,000	5,00,00,000
Issued, Subscribed and Fully Paid-up		
2,42,98,392 Equity Shares of ₹ 2/- each *	4,85,96,784	4,85,96,784
	4,85,96,784	4,85,96,784

*Includes 2,40,48,392 Equity Shares allotted for consideration other than cash pursuant to Scheme of Arrangement.

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

EQUITY SHARES	As at 31.03.2015		As at 31.03.2014	
	No. of Shares	Amount (₹)	No. of Shares	Amount (₹)
At the beginning of the period	2,42,98,392	4,85,96,784	2,42,98,392	4,85,96,784
Issued during the period	-	-	-	-
Outstanding at the end of the period	2,42,98,392	4,85,96,784	2,42,98,392	4,85,96,784

b. Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES TO FINANCIAL STATEMENTS (Contd.)

c. Details of shareholders holding more than 5% shares in Company

NAME OF SHAREHOLDERS	As at 31.03.2015		As at 31.03.2014	
	No of shares	% holding in the class	No of shares	% holding in the class
Diwakar Viniyog Private Limited	34,12,491	14.04%	34,12,491	14.04%
Suntrack Commerce Private Limited	29,84,237	12.28%	29,84,237	12.28%
Bhanu Vyapaar Private Limited	27,78,899	11.44%	27,78,899	11.44%
Emami Enclave Makers Private Limited	14,11,000	5.81%	14,11,000	5.81%
Emami High Rise Private Limited	13,92,000	5.73%	13,92,000	5.73%
Suraj Viniyog Private Limited	12,94,491	5.33%	12,94,491	5.33%

(₹)

3. RESERVES & SURPLUS

	As at 31.03.2015	As at 31.03.2014
Capital Reserve		
At the beginning and at the end of the year	23,42,49,216	23,42,49,216
Surplus in Statement of Profit and Loss		
At the beginning of the year	12,87,52,459	13,19,04,925
Add: Surplus/(Deficit) transferred from Statement of Profit & Loss	(6,21,696)	(31,52,466)
Net Surplus in Statement of Profit and Loss	12,81,30,763	12,87,52,459
Total Reserves and Surplus	36,23,79,979	36,30,01,675

4. LONG-TERM PROVISIONS

	As at 31.03.2015	As at 31.03.2014
Provision for Employee Benefits (Refer Note No. 15)		
- Gratuity	8,37,662	6,07,196
- Leave Encashment	11,40,093	8,70,763
	19,77,755	14,77,959

5. OTHER CURRENT LIABILITIES

	As at 31.03.2015	As at 31.03.2014
Unclaimed Fractional Share Sale Proceeds*	24,638	24,638
Liabilities for Expenses	1,75,543	1,46,869
Other Payables		
- Employee Benefits	16,800	63,812
- Duties & Taxes	78,798	63,190
	2,95,779	2,98,509

*(There is no amount due and outstanding to be credited to Investors Education and Protection Fund as at March 31, 2015).

NOTES TO FINANCIAL STATEMENTS (Contd.)

(₹)

6. SHORT-TERM PROVISIONS

	As at 31.03.2015	As at 31.03.2014
Provision for Employee Benefits (Refer Note No. 15)		
- Gratuity	7,154	5,012
- Leave Encashment	9,811	7,220
Provision for Taxation	2,83,78,092	3,09,53,948
	2,83,95,057	3,09,66,180

7. NON CURRENT INVESTMENTS (LONG TERM)

Trade Investments		
In Equity Shares in Subsidiaries		
Unquoted, fully paid up		
Emami Realty Limited 20,00,000 Equity Shares of ₹ 10/- each	9,80,00,000	9,80,00,000
Emami Rainbow Niketan Private Limited 50,000 Equity Shares of ₹ 10/- each	5,01,250	5,01,250
	9,85,01,250	9,85,01,250
Aggregate amount of Unquoted Investment	9,85,01,250	9,85,01,250

8. LONG-TERM LOANS AND ADVANCES

(Unsecured, considered good)		
Security Deposit	90,000	90,000
	90,000	90,000

9. CASH AND BANK BALANCES

Cash and Cash Equivalents		
- In Current accounts	2,44,834	1,63,668
- Escrow Account/Fractional Share Sale Proceeds	24,638	24,638
Cash in Hand	7,400	8,030
	2,76,872	1,96,336

10. SHORT-TERM LOANS AND ADVANCES

(Unsecured, considered good)		
Loans to Related Parties (Refer Note No. 16)	29,83,70,000	29,96,59,204
Advances - Others	26,541	26,541
Advance Income Tax	4,43,74,961	4,58,67,776
Balances with Government Authorities		
- Service Tax Credit Receivable	5,730	-
	34,27,77,232	34,55,53,521

NOTES TO FINANCIAL STATEMENTS (Contd.)

(₹)

11. OTHER INCOME

	Year ended 31.03.2015	Year ended 31.03.2014
Interest Income	–	28,99,116
Misc. Income	72,00,000	–
	72,00,000	28,99,116

12. EMPLOYEE BENEFIT EXPENSES

Salaries & Wages	52,72,422	42,58,543
Contribution to Provident & Other Funds	4,79,966	3,24,647
	57,52,388	45,83,190

13. OTHER EXPENSES

Rent	1,08,000	1,18,827
Rates & Taxes	8,392	8,392
Maintenance Charges	1,08,000	1,18,827
Advertisement	1,09,656	1,08,416
Annual Custodial Fees	1,29,632	1,57,096
Listing Fees	2,25,990	42,978
Directors' Sitting Fees (Refer Note No. 16)	1,37,500	92,697
Postage & Courier Charges	1,78,210	1,17,308
Professional Fees	3,39,899	1,71,198
Printing & Stationery	2,01,158	1,83,063
Miscellaneous Expenses	1,97,912	1,50,433
Auditors' Remuneration (Refer Note No. 17)	1,88,000	1,99,157
	19,32,349	14,68,392

14. EARNINGS PER SHARE (EPS)

Earnings per share is calculated as follows :		
Net Profit/(Loss) after tax attributable to Equity Shareholders	(6,21,696)	(31,52,466)
Weighted average number of equity shares in calculating basic EPS and diluted EPS	2,42,98,392	2,42,98,392
Nominal value of Equity Share	2	2
Basic & Diluted EPS	(0.03)	(0.13)

NOTES TO FINANCIAL STATEMENTS (Contd.)

(₹)

15. DEFINED BENEFIT PLANS

As per Actuarial Valuations as on 31st March, 2015 and recognised in the financial statement in respect of Employee benefit schemes :

Particulars	As at 31.03.2015		As at 31.03.2014	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Unfunded	Unfunded	Unfunded	Unfunded
A. Components of Employer Expenses				
1. Current Service Cost	1,13,079	1,01,641	96,187	1,66,206
2. Interest Cost	48,977	70,224	27,150	37,504
3. Expected Return on plan assets	–	–	–	–
4. Actuarial Gain/Losses	70,552	1,00,431	1,69,460	2,33,050
5. Total Expenses recognised in the Statement of Profit and Loss	2,32,608	2,72,296	2,92,797	4,36,760
B. Net asset/(liability) recognised in balance sheet as at 31st March, 2015				
1. Present value of Defined Benefits Obligation (DBO)	8,44,816	11,49,904	6,12,208	8,77,983
2. Fair value of plan assets	–	–	–	–
3. Funded Status [Surplus / (deficit)]	–	–	–	–
4. Net asset/(liability) recognised in balance sheet	(8,44,816)	(11,49,904)	(6,12,208)	(8,77,983)
C. Change in Defined Benefit Obligation during the year ended 31st March, 2015				
1. Present value of DBO at beginning of period	6,12,208	8,77,983	3,19,411	4,41,223
2. Current Service Cost	1,13,079	1,01,641	96,187	1,66,206
3. Interest Cost	48,977	70,224	27,150	37,504
4. Actuarial gain/ Losses	70,552	1,00,431	1,69,460	2,33,050
5. Benefits paid	–	375	–	–
6. Present value of DBO at the end of period	8,44,816	11,49,904	6,12,208	8,77,983
D. Change in Fair Value of Assets				
1. Plan assets at beginning of period	–	–	–	–
2. Expected Return on Plan assets	–	–	–	–
3. Actuarial Gains	–	–	–	–
4. Actual company contributions	–	–	–	–
5. Benefits paid	–	–	–	–
6. Plan assets at the end of period	–	–	–	–
E. Actuarial Assumptions				
1. Discount Rate	8.00%	8.00%	8.50%	8.50%
2. Inflation Rate	6.00%	6.00%	6.00%	6.00%

NOTES TO FINANCIAL STATEMENTS (Contd.)

16. RELATED PARTY DISCLOSURES

- i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Name of Related Party	Relationship
1. Emami Realty Limited	Wholly Owned Subsidiary
2. Emami Rainbow Niketan Private Limited	Wholly Owned Subsidiary

- ii) Key Managerial Personnel & Other Directors:

a) Key Managerial Personnel:		
1. Mr. Girja Kumar Choudhary		Wholetime Director & CFO
2. Ms. Payel Jain		Company Secretary
b) Other Directors:		
1. Mr. Abhijit Datta		Non-Executive Chairman (Independent)
2. Mr. Hari Mohan Marda		Independent Director
3. Mr. Ram Gobind Ganeriwala		Independent Director
4. Mrs. Karabi Sengupta (w.e.f. 31st March, 2015)		Independent Director
5. Mr. Basant Kumar Parakh		Non-Executive Director

- iii) Transactions during the year with related parties :

(₹)

Nature of Transactions	Subsidiaries		Key Managerial Personnel & Other Directors		Total	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Loans given	82,00,000	19,31,00,000	-	-	82,00,000	19,31,00,000
Realisation of Loans given	68,80,000	12,42,50,000	-	-	68,80,000	12,42,50,000
Interest received	26,09,204	1,60,15,901	-	-	26,09,204	1,60,15,901
Service Charges Received	72,00,000	-	-	-	72,00,000	-
Remunerations Paid	-	-	49,79,192	36,01,470	49,79,192	36,01,470
Sitting Fees Paid	-	-	1,37,500	92,697	1,37,500	92,697
Balance as on 31st March 2015						
Investments	9,85,01,250	9,85,01,250	-	-	9,85,01,250	9,85,01,250
Loans and Advances given	29,83,70,000	29,70,50,000	-	-	29,83,70,000	29,70,50,000
Interest Receivable	-	26,09,204	-	-	-	26,09,204

17. PAYMENT TO AUDITORS

	Year ended 31.03.2015	Year ended 31.03.2014
As Auditors		
- Audit Fees	1,25,000	1,25,000
- Tax Audit Fees	-	11,236
- Fees for Limited Review	45,000	60,674
For Other Services		
- Other Certification Fees	18,000	2,247
	1,88,000	1,99,157

NOTES TO FINANCIAL STATEMENTS *(Contd.)*

18. The Board of Directors of the Company have decided not to proceed further with the proposal of amalgamation of its wholly owned subsidiary, M/S Emami Realty Limited with M/S Zandu Realty Limited and accordingly all proceedings in connection therewith have been withdrawn.
19. **Contingent Liabilities not provided for in respect of :**
- a. Corporate Guarantees on behalf of Subsidiary Company - Emami Realty Ltd for ₹ 450 crores (P.Y. ₹ 200 crores).
 - b. Income Tax under dispute (Net of advances) of ₹ 47,29,050/- (P.Y. ₹ 52,29,050/-).
20. The Company operates in a single Business Segment i.e. Real Estate Development.
21. Previous year's figures have been rearranged or regrouped wherever necessary.

As per our report of even date

For and on behalf of the Board of Directors

For S. K. AGRAWAL & CO.
Chartered Accountants
Firm Registration No. 306033E

Abhijit Datta
Chairman

Hari Mohan Marda
Director

Ram Gobind Ganeriwala
Director

Radhakrishan Tondon
Partner
Membership No. 060534

Karabi Sengupta
Director

Girja Kumar Choudhary
Wholetime Director & CFO

Payel Jain
Company Secretary

Kolkata
May 25, 2015

INDEPENDENT AUDITORS' REPORT

To the Members of
Emami Infrastructure Limited

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying Consolidated Financial Statements of **Emami Infrastructure Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its Subsidiaries together referred to as "the Group") and its associates, comprising of the Consolidated Balance Sheet as at 31st March, 2015 and the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board is responsible for the preparation and presentation of these consolidated financial statements in terms of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of such control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

OTHER MATTERS

The consolidated financial statements also include the Group's share of net loss of ₹ 27,480/- for the year ended 31st March, 2015, but the same has not been considered as the book value of investment in associate is NIL, in respect of the associate, whose financial statements has been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the reports of the other auditor.

INDEPENDENT AUDITORS' REPORT (Contd.)

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- I. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiary companies and associate companies, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- II. As required by Section 143(3) of the Act, we report, to the extent applicable, that :
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditor.
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the Directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the Directors of the Group Companies and its associates is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates - Refer Notes. 33, 34 and 42(b) to the consolidated financial statements.
 - ii. The Group and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There is no such sum which is required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and associate companies incorporated in India.

For **S. K. AGRAWAL & CO.**
Chartered Accountants
Firm Registration No. 306033E

Radhakrishnan Tondon
Partner

Membership No. 060534

Place : Kolkata
Date : 25th May, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

- (i) a. The Group has maintained proper records of the Fixed Assets showing full particulars, including quantitative details and location of such assets.
- b. The fixed assets were physically verified during the year by the management in accordance with a program of verification, covering all fixed assets over a period of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (ii) a. As explained to us, land under development held by the Group has been physically verified during the year by the management at the reasonable intervals.
- b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Group and nature of its business.
- c. In our opinion and according to the information and explanations given to us, the Group has

maintained proper records of its inventory. As explained to us, there was no material discrepancies noted on physical verification of inventories as compared to Book Records.

- (iii) In our opinion and according to the information and explanations given to us, the Group has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Group and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. We have not observed any continuing failure to correct major weaknesses in the internal control system.
- (v) The Group has not accepted any deposits as defined under section 73 of Companies Act, 2013.
- (vi) We have broadly reviewed the books of accounts maintained by two subsidiary companies and one

associate company of the Group pursuant to the rules prescribed by the Central Government for maintenance of cost records under section 148 (1) of the Act, and are of the opinion that *prima-facie* the prescribed accounts and records have been made and maintained.

- (vii) a. The Group has been regular in depositing undisputed statutory dues, including Provident Fund, Income Tax, Service Tax, Cess and other statutory dues with the appropriate authorities during the year. According to the information and explanation given to us, there were no undisputed amount payable in respect of these statutory dues which have remained outstanding as at 31st March, 2015 for a period of more than six months from the date they become payable.
- b. According to the information and explanations given to us, there are no material dues in respect of Sales Tax, Income Tax, Custom Duty, Service Tax, and Cess except the following :

Name of the Company	Name of the Statute	Nature of Dues	Amount under dispute not yet deposited (₹ in Lacs)	Financial Year to which the amount relates	Forum where the dispute is pending
Emami Infrastructure Limited	Income Tax Act, 1961	Income Tax	47.29	2009-10	I.T.A.T. (Kolkata)
Emami Realty Limited	Income Tax Act, 1961	Income Tax	34.72	2007-08	I.T.A.T.
	Income Tax Act, 1961	Income Tax	7.71	2010-11	CIT (A)
	Income Tax Act, 1961	Income Tax	0.19	2011-12	ITO
Emami Rainbow Niketan Private Limited	Income Tax Act, 1961	Income Tax	0.44	2009-10	CIT (A)
	Income Tax Act, 1961	Income Tax	11.76	2010-11	CIT (A)
Zandu Realty Limited	Income Tax Act, 1961	Income Tax	12.77	2004-05	High Court
	Income Tax Act, 1961	Income Tax	12.54	2009-10	CIT (A)
	Income Tax Act, 1961	Income Tax	29.86	2010-11	CIT (A)

- c. According to the information and explanations given to us, there was no amount required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and rules thereunder.
- (viii) The Group does not have accumulated losses exceeding fifty percent of its net worth at the end of the financial year. The Group has not incurred cash losses during the current year as well as in the immediately preceding financial year.
- (ix) Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that the Group has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
- (x) According to the information and explanation given to us, the Group has given corporate guarantee for loan taken by a third party amounting to ₹ 47 crores

from the bank/financial institution. As explained to us, the terms and conditions are not prejudicial to the interests of the Group.

- (xi) To the best of our knowledge and belief and according to the information and explanations given to us, the term loans availed by the Group were applied by the Group for the purposes for which the loans were obtained.
- (xii) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Group was noticed or reported during the year.

For **S. K. AGRAWAL & CO.**
Chartered Accountants
Firm Registration No. 306033E

Radhakrishnan Tondon
Partner

Place : Kolkata
Date : 25th May, 2015

Membership No. 060534

CONSOLIDATED BALANCE SHEET as at 31st March, 2015

(₹)

	Note	As at 31.03.2015		As at 31.03.2014	
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share Capital	2	4,85,96,784		4,85,96,784	
Reserves and Surplus	3	40,67,20,176	45,53,16,960	28,42,40,714	33,28,37,498
Minority Interest			7,91,956		8,02,112
Non - Current Liabilities					
Long - Term Borrowings	4	7,24,00,55,567		3,54,55,42,611	
Long - Term Provisions	5	95,30,740	7,24,95,86,307	83,15,067	3,55,38,57,678
Current Liabilities					
Short - Term Borrowings	6	69,52,65,310		2,29,23,47,994	
Trade Payables	7	28,25,38,521		9,49,85,736	
Other Current Liabilities	8	6,06,47,24,643		5,29,94,66,586	
Short - Term Provisions	9	18,12,82,960	7,22,38,11,434	3,37,85,268	7,72,05,85,584
TOTAL			14,92,95,06,657		11,60,80,82,872
ASSETS					
Non - Current Assets					
Fixed Assets					
- Tangible Assets	10	1,15,78,530		1,74,78,726	
- Intangible Assets	10	11,97,805		10,31,650	
Goodwill on Consolidation		9,32,71,742		9,32,71,742	
Non - Current Investments	11	1,82,52,80,722		1,12,75,07,679	
Long - Term Loans and Advances	12	1,29,78,65,639		1,88,89,18,413	
Other Non - Current Assets	13	1,42,00,372	3,24,33,94,810	3,41,86,772	3,16,23,94,982
Current Assets					
Current Investments	14	9,06,30,000		-	
Inventories	15	7,10,31,33,461		4,16,47,38,171	
Cash and Bank Balances	16	10,11,77,819		12,08,31,376	
Short - Term Loans and Advances	17	4,39,11,70,567	11,68,61,11,847	4,16,01,18,343	8,44,56,87,890
TOTAL			14,92,95,06,657		11,60,80,82,872
Summary of Significant Accounting Policies and Notes to Accounts	1 to 45				

As per our report of even date

For and on behalf of the Board of Directors

For **S. K. AGRAWAL & CO.**
Chartered Accountants
Firm Registration No. 306033E

Abhijit Datta
Chairman

Hari Mohan Marda
Director

Ram Gobind Ganeriwala
Director

Radhakrishan Tondon
Partner
Membership No. 060534

Karabi Sengupta
Director

Girja Kumar Choudhary
Wholetime Director & CFO

Payel Jain
Company Secretary

Kolkata
May 25, 2015

CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2015

(₹)

Particulars	Note	2014-15	2013-14
INCOME			
Revenue from Operations	18	27,74,12,371	13,22,270
Other Income	19	45,21,37,526	20,60,16,972
Increase/(Decrease) in Inventories	20	2,93,83,95,293	1,56,41,93,834
Total Revenue (I)		3,66,79,45,190	1,77,15,33,076
EXPENSES			
Purchases	21	34,02,76,460	–
Employee Benefits Expense	22	17,24,66,080	14,37,47,679
Finance Costs	23	95,77,26,809	50,77,03,241
Project Expenses	24	2,28,18,73,245	1,15,40,53,195
Depreciation and Amortisation Expense		72,11,810	38,75,284
Other Expenses	25	1,36,94,194	2,21,22,300
Total Expenses (II)		3,77,32,48,598	1,83,15,01,699
Loss Before Tax (I-II)		(10,53,03,408)	(5,99,68,623)
Tax Expenses			
- Current Tax		–	8,30,000
- Income Tax for Earlier Year (net)		1,39,195	83,068
Loss after Tax before Minority Interest		(10,54,42,603)	(6,08,81,691)
Add : Share of Loss transferred to Minority Interest		(10,156)	(776)
Loss before Share from Associates		(10,54,32,447)	(6,08,80,915)
Less : Share of Profit from Associates		22,81,53,776	13,63,82,950
Profit for the period		12,27,21,329	7,55,02,035
Earnings per Equity Share of face value of ₹ 2/- each			
Basic & Diluted	26	5.05	3.11
Summary of Significant Accounting Policies and Notes to Accounts	1 to 45		

As per our report of even date

For and on behalf of the Board of Directors

For **S. K. AGRAWAL & CO.**
Chartered Accountants
Firm Registration No. 306033E

Abhijit Datta
Chairman

Hari Mohan Marda
Director

Ram Gobind Ganeriwala
Director

Radhakrishnan Tondon
Partner
Membership No. 060534

Karabi Sengupta
Director

Girja Kumar Choudhary
Wholetime Director & CFO

Payel Jain
Company Secretary

Kolkata
May 25, 2015

CONSOLIDATED CASH FLOW STATEMENT for the year ended 31st March, 2015

(₹)

Particulars	2014-15	2013-14
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before tax	(10,53,03,408)	(5,99,68,623)
Add : Adjusted for		
Depreciation and Amortisation Expense	72,11,810	38,75,284
Finance Costs	95,77,26,809	50,77,03,241
Share of (Profit)/Loss in Partnership Firm	(13,45,756)	84,33,499
Loss on Sale of Fixed Assets	18,375	46,858
Interest Income	(41,11,55,882)	(18,79,79,423)
Profit on Sale of Associates	–	(32,019)
Profit on sale of Current Non-Trade Investment	(56,04,246)	–
Operating Profit before Working Capital Changes	44,15,47,702	27,20,78,817
Adjusted for :		
Increase in Long - Term Provisions	12,15,673	35,12,860
Increase/(Decrease) in Trade Payables	18,75,52,785	(2,19,45,688)
Increase in Other Current Liabilities	76,52,58,058	2,93,33,87,288
Increase in Short - Term Provisions	14,74,97,692	9,80,461
(Increase) in Long - Term Loans and Advances	(5,07,682)	(90,19,39,047)
(Increase) in Inventories	(2,93,83,95,290)	(1,56,41,93,834)
Decrease in Trade Receivables	–	6,35,000
(Increase) in Short - Term Loans and Advances	(7,85,58,434)	(16,70,03,648)
Cash Generated from Operations	(1,47,43,89,496)	55,55,12,209
Less : Taxes Paid	1,39,195	9,13,068
Net Cash from Operating Activities (A)	(1,47,45,28,691)	55,45,99,141
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(17,79,306)	(61,20,750)
Proceeds from Sale of Fixed Assets	41,295	61,861
Purchase of units of Mutual Funds	(2,10,00,00,000)	–
Sale of units of Mutual Funds	2,10,56,04,246	–
Purchase of Long Term Investment	(47,72,73,512)	(16,25,43,248)
Investment in Partnership Firm	90,00,000	79,00,000
Purchase of Short-Term Investment	(9,06,30,000)	–
Loans Given	(4,57,97,64,108)	(6,08,85,26,181)
Loans Realised	5,23,56,99,736	2,87,73,33,971
Investment in Fixed Deposit	1,99,86,400	(77,26,259)
Sale of Investments	–	1,50,000
Interest Received	19,42,86,920	12,09,20,872
Net Cash from Investing Activities (B)	31,51,71,671	(3,25,85,49,734)

CONSOLIDATED CASH FLOW STATEMENT for the year ended 31st March, 2015 (*Contd.*)

(₹)

Particulars	2014-15	2013-14
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long-Term Borrowings	3,69,45,12,956	2,64,30,42,611
Proceeds from Short-Term Borrowings	(1,59,70,82,684)	61,15,89,260
Interest Paid	(95,77,26,809)	(50,77,03,241)
Net Cash from Financing Activities (C)	1,13,97,03,463	2,74,69,28,630
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(1,96,53,557)	4,29,78,037
Cash and Cash Equivalents at the beginning of the year *	12,08,31,376	7,78,53,339
Cash and Cash Equivalents at the end of the year *	10,11,77,819	12,08,31,376

* Represents Cash and Bank Balance as indicated in Note No. 16

As per our report of even date

For and on behalf of the Board of Directors

For **S. K. AGRAWAL & CO.**
Chartered Accountants
Firm Registration No. 306033E

Abhijit Datta
Chairman

Hari Mohan Marda
Director

Ram Gobind Ganeriwala
Director

Radhakrishan Tondon
Partner
Membership No. 060534

Karabi Sengupta
Director

Girja Kumar Choudhary
Wholetime Director & CFO

Payel Jain
Company Secretary

Kolkata
May 25, 2015

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2015

I. PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements relate to EMAMI INFRASTRUCTURE LIMITED ("the Company"), its Subsidiary Companies and Associate Companies (referred to as "the group") [Refer Note 1(XIX) (a & b)]. The Subsidiary and Associate Companies has been consolidated as per Accounting Standards on Accounting for Consolidated Financial Statements (AS 21) and Accounting for Investments in Associates in Consolidated Financial Statements (AS 23) respectively notified in Companies (Accounting Standards) Rules, 2006. The Consolidated Financial Statements have been prepared on the following basis :-

- a. The Consolidated financial statements have been combined on line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating all significant intra-group transactions / balances and resulting unrealised profits or losses.
- b. Investments in Associate Companies have been accounted as per Accounting Standard (AS) 23 "Accounting for Investments in Associates in Consolidated Financial Statements" notified by the Companies (Accounting Standards) Rules, 2006.
- c. The difference between the cost of investment in the Subsidiaries over its proportionate share in the net assets value at the time of acquisition of stake in subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve as the case may be.
- d. Goodwill arising out of consolidation is not being amortized.
- e. Minority interest in the net assets of consolidated subsidiaries consists of:
 - (a) the amount of equity attributable to minorities at the date on which investment in a subsidiary is made; and
 - (b) the minority share of movements in equity since the date the parent subsidiary relationship came into existence.
- f. The difference between the cost of investment in the Associates and the Company's share of net assets at the time of acquisition of share in the Associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.
- g. As far as possible the Consolidated Financial Statements are prepared using uniform

accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's Financial Statements.

- h. The Financial Statements of the entities used for the purpose of consolidation are drawn up to the same reporting date as that of the Company.

II. BASIS OF PREPARATION

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (the 'Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a new accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

III. USE OF ESTIMATES

The preparation of financial statements, in conformity with the generally accepted accounting principles, requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known / materialized.

IV. FIXED ASSETS

Fixed Assets are stated at cost less accumulated depreciation. Interest and other financial charges on loans borrowed specifically for acquisition of capital assets are capitalized till the start of its intended use.

V. INTANGIBLE ASSETS

Intangible assets are recognized, only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprises and the cost of the assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any.

VI. DEPRECIATION AND AMORTISATION

Depreciation on fixed assets is provided on the basis of the useful lives as provided in the Schedule II to the Companies Act, 2013, being applicable from 1st April, 2014.

VII. INVESTMENTS

Long term investments are stated at cost. Current

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

investments are stated at cost or fair value whichever is lower. Diminution in value of long term investments other than temporary in nature is charged to Statement of Profit & Loss.

VIII. INVENTORIES

Inventories are valued at lower of cost and net realisable value.

IX. PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that a cash outflow will be required and reliable estimate can be made of the amount of the obligation. Contingent liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation. Provisions and Contingent Liabilities are revalued at each Balance sheet date.

X. REVENUE RECOGNITION

Revenue are recognised in accordance with the guiding principles of Accounting Standard - 9, notified in the Companies (Accounting Standards) Rules, 2006.

XI. BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of assets. All other borrowing costs are charged to revenue. A qualifying asset is one that takes substantial period of time to get ready for its intended use.

XII. EMPLOYEE BENEFITS

- a. Short term employee benefits are recognised as expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
- b. Post employment and other long term employee benefits are recognised as expense in the Statement of Profit and Loss for the year in which the employees have rendered services. The expenses are recognised at the present value of amounts payable determined using the actuarial valuation techniques at the end of each financial year. Actuarial gains or losses in respect of post employment and other long term benefits are charged to Statement of Profit & Loss.

XIII. TAXATION

Income Tax expense comprises current tax and deferred taxes. Income tax Expense is accounted for in accordance with AS-22 "Accounting for Taxes on Income" which includes current tax and deferred taxes. Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing

differences for earlier years. Deferred tax assets arising from timing differences are recognised to the extent, there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets will be realised.

XIV. FOREIGN CURRENCY TRANSACTIONS

- a. Transactions in foreign currency are recorded at the original rate of exchange in force at the time transactions are effected. Exchange differences arising on settlement of all transaction are recognized in the Statement of Profit and Loss.
- b. Income & Expenses are translated at average rate calculated on the basis of rates prevailing at the end of each month.
- c. Non Monetary Items are taken at the value based on rates prevailing at the time of acquisition.
- d. All other assets and liabilities are taken at rates prevailing at the end of the year.

XV. IMPAIRMENT OF ASSETS

The Company identifies impairable assets at the year end in accordance with the guiding principles of Accounting Standard 28, notified in Companies (Accounting Standards) Rules 2006, for the purpose of arriving at impairment loss thereon being the difference between the book value and recoverable value of relevant assets. Impairment loss, when crystallizes, are charged against revenues for the year.

XVI. SEGMENT REPORTING

Based on the guiding principles given in the Accounting Standard - 17 on "Segment Reporting", issued by the Institute of Chartered Accountants of India, the Company's primary business segment is Real Estate. Hence, the disclosure requirements of AS-17 in this regard is not applicable.

XVII. EARNING PER SHARE

Basic earnings per share are calculated by dividing the net profit/loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects for all dilutive potential equity shares.

XVIII. CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purpose of cash flow statement comprise current account bank balance, cash in hand and bank deposit account balance.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

XIX. LIST OF SUBSIDIARIES AND ASSOCIATES

- (a) List of Subsidiaries (which alongwith Emami Infratsructure Limited, the parent, constitute the Group) considered in the Consolidated Financial Statements are as under :-

Name of Subsidiaries	Country of Incorporation	Extent of Holding
Emami Realty Limited	India	100%
Emami Rainbow Niketan Private Limited	India	100%
Sneha Ashiana Private Limited (Subsidiary of Emami Realty Limited)	India	100%
Emami Constructions Private Limited (Subsidiary of Emami Realty Limited)	India	100%
New Age Realty Private Limited (Subsidiary of Emami Realty Limited)	India	60%
Delta PV Private Limited (Subsidiary of Emami Realty Limited)	India	55%

- (b) Associates :-

Name of Associates	Country of Incorporation	Extent of Holding
Roseview Developers Private Limited (An Associate of Emami Realty Limited)	India	50%
Prajay Urban Private Limited (An Associate of Emami Realty Limited)	India	50%
Bengal Emami Housing Limited (An Associate of Emami Realty Limited)	India	30%
Zandu Realty Limited (An Associate of Emami Rainbow Niketan Private Limited)	India	35.51%
Evergreen Block Construction Private Limited (An Associate of Emami Realty Limited upto 26th Dec.,2013)	India	30%

2. SHARE CAPITAL

(₹)

	As at 31.03.2015	As at 31.03.2014
Authorized Shares		
2,50,00,000 Equity Shares of ₹ 2/- each	5,00,00,000	5,00,00,000
Issued, Subscribed and Fully Paid-up		
2,42,98,392 Equity Shares of ₹ 2/- each *	4,85,96,784	4,85,96,784
	4,85,96,784	4,85,96,784

* Includes 2,40,48,392 Equity Shares allotted for consideration other than cash pursuant to Scheme of Arrangement.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹)

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

EQUITY SHARES	As at 31.03.2015		As at 31.03.2014	
	Number	Amount (₹)	Number	Amount (₹)
At the beginning of the period	2,42,98,392	4,85,96,784	2,42,98,392	4,85,96,784
Issued during the period	–	–	–	–
Outstanding at the end of the period	2,42,98,392	4,85,96,784	2,42,98,392	4,85,96,784

b. Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% shares in Company

NAME OF SHAREHOLDERS	As at 31.03.2015		As at 31.03.2014	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Diwakar Viniyog Private Limited	34,12,491	14.04%	34,12,491	14.04%
Suntrack Commerce Private Limited	29,84,237	12.28%	29,84,237	12.28%
Bhanu Vyapaar Private Limited	27,78,899	11.44%	27,78,899	11.44%
Emami Enclave Makers Private Limited	14,11,000	5.81%	14,11,000	5.81%
Emami High Rise Private Limited	13,92,000	5.73%	13,92,000	5.73%
Suraj Viniyog Private Limited	12,94,491	5.33%	12,94,491	5.33%

3. RESERVES & SURPLUS

	As at 31.03.2015	As at 31.03.2014
Capital Reserve		
At the beginning and at the end of the year	23,42,49,216	23,42,49,216
Surplus/(Deficit) in the Statement of Profit & Loss		
At the beginning of the year	4,99,91,498	(2,55,10,537)
Add : Surplus/(deficit) transferred from Statement of Profit & Loss	12,27,21,329	7,55,02,035
Less : Adjustment on account of Schedule-II Depreciation (Refer Note No. 41)	2,41,867	–
Net Surplus/(Deficit) in the Statement of Profit & Loss	17,24,70,960	4,99,91,498
Total Reserves and Surplus	40,67,20,176	28,42,40,714

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹)

4. LONG-TERM BORROWINGS

	As at 31.03.2015	As at 31.03.2014
Secured		
Non Convertible Debentures (Refer Note No. 39A)	3,00,00,00,000	–
Term Loans from Bank [Refer Note No. 39B(i)]	1,43,75,55,567	86,30,42,611
Term Loans from Non Banking Financial Companies [Refer Note No. 39B(ii)]	2,50,00,00,000	2,38,00,00,000
(A)	6,93,75,55,567	3,24,30,42,611
Unsecured		
Optionally Convertible Debentures *	30,25,00,000	30,25,00,000
(B)	30,25,00,000	30,25,00,000
(A+B)	7,24,00,55,567	3,54,55,42,611

* Includes 56 Optionally Convertible Redeemable Debentures of face value of ₹ 50,00,000/- each issued on 21/02/2011 and 9 Optionally Convertible Redeemable Debentures of face value of ₹ 25,00,000/- each issued on 31/03/2012, redeemable at par or premium at the end of five years from the date of allotment. However, the Company has an option to redeem these debentures before the end of five years from the date of allotment.

5. LONG-TERM PROVISIONS

Provision for Employee Benefits (Refer Note No. 27)		
- Gratuity	49,14,771	41,32,082
- Leave Encashment	46,15,969	41,82,985
	95,30,740	83,15,067

6. SHORT-TERM BORROWINGS

Secured		
Loans from Banks [Refer Note No. 40A(i)]	–	1,51,80,00,000
Term Loans from Non Banking Financial Companies [Refer Note No. 40A(ii)]	50,00,00,000	55,00,00,000
Overdraft Facility from Bank [Refer Note No. 39B(i)]	17,53,62,810	16,85,45,494
	67,53,62,810	2,23,65,45,494
Unsecured		
Loans from Other Body Corporates *	1,99,02,500	5,38,02,500
Advances from Others	–	20,00,000
	1,99,02,500	5,58,02,500
	69,52,65,310	2,29,23,47,994

*(Repayable on demand)

7. TRADE PAYABLES

Others	28,25,38,521	9,49,85,736
	28,25,38,521	9,49,85,736

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹)

8. OTHER CURRENT LIABILITIES

	As at 31.03.2015	As at 31.03.2014
Current Maturities of Long Term Debts [Refer Note No. 39B(i)]	1,25,20,00,004	1,45,00,00,000
Interest accrued but not due on borrowings	19,09,13,103	4,35,23,999
Interest accrued and due on borrowings	61,29,173	22,08,75,122
Advances from Related Parties (Refer Note No. 28)	12,50,000	12,50,000
Unclaimed Fractional Share Sale Proceeds #	24,638	24,638
Advances from Customers	4,52,64,53,654	3,08,84,28,288
Advances from Others	2,19,67,992	3,73,056
Liabilities for Expenses	19,42,430	6,96,788
Cheques Overdrawn	–	43,00,45,088
Retention Money	1,26,75,929	2,65,90,063
Other Payables		
- Employee Benefits	45,31,830	42,68,179
- Taxes & Others	4,68,35,890	3,33,91,365
	6,06,47,24,643	5,29,94,66,586

There is no amount due and outstanding to be credited to Investors Education and Protection Fund as at March 31, 2015.

9. SHORT-TERM PROVISIONS

Provision for Employee Benefits (Refer Note No. 27)		
- Gratuity	5,24,410	4,21,138
- Leave Encashment	5,43,532	3,82,396
Provision for Income Tax	3,04,05,878	3,29,81,734
Provision for Expenses	14,98,09,140	–
	18,12,82,960	3,37,85,268

10. FIXED ASSETS

Description	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK	
	As on 01.04.2014	Additions	Deductions/ Adjustments	As at 31.03.2015	As on 01.04.2014	For the Year*	Deductions/ Adjustments	Upto 31.03.2015	As on 31.03.2015	As on 31.03.2014
Tangible Assets										
Land	5,41,650	4,000	–	5,45,650	–	–	–	–	5,45,650	5,41,650
Plant & Machinery	57,01,692	–	4,77,825	52,23,867	7,87,651	10,45,486	1,44,779	16,88,358	35,35,509	49,14,041
Office Equipments	17,60,806	3,07,509	35,944	20,32,371	5,07,700	8,79,691	14,569	13,72,822	6,59,549	12,53,106
Electrical Accessories	45,03,721	–	(4,68,700)	49,72,421	16,64,521	9,87,560	(1,35,654)	27,87,735	21,84,686	28,39,200
Computer Peripheral	35,07,293	3,32,107	40,800	37,98,600	25,07,175	8,79,789	2,504	33,84,460	4,14,140	10,00,118
Furniture & Fittings	34,31,675	2,88,900	–	37,20,575	21,33,609	4,81,489	–	26,15,098	11,05,477	12,98,066
Porta Cabin	15,79,488	–	–	15,79,488	6,05,515	9,73,973	–	15,79,488	–	9,73,973
Motor Car	77,88,668	–	–	77,88,668	31,30,096	15,25,053	–	46,55,149	31,33,519	46,58,572
Sub-Total (A)	2,88,14,993	9,32,516	85,869	2,96,61,640	1,13,36,267	67,73,041	26,198	1,80,83,110	1,15,78,530	1,74,78,726
Intangible Assets										
Software	17,01,798	8,46,790	–	25,48,588	6,70,148	6,80,635	–	13,50,783	11,97,805	10,31,650
Sub-Total (B)	17,01,798	8,46,790	–	25,48,588	6,70,148	6,80,635	–	13,50,783	11,97,805	10,31,650
Grand Total (A+B)	3,05,16,791	17,79,306	85,869	3,22,10,228	1,20,06,415	74,53,676	26,198	1,94,33,893	1,27,76,335	1,85,10,376
Previous Year	2,46,51,636	61,20,750	2,55,595	3,05,16,791	82,78,007	38,99,955	1,71,547	1,20,06,415	1,85,10,376	

* Refer Note No.41

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹)

11. NON-CURRENT INVESTMENTS (LONG-TERM INVESTMENT)

	As at 31.03.2015		As at 31.03.2014	
A. Trade Investments				
i. Investments Property				
Flats (under Construction)		26,41,96,553		21,56,83,041
		26,41,96,553		21,56,83,041
ii. Investments in Equity Instruments				
In Associates				
a. Quoted fully paid up				
Zandu Realty Limited 2,86,329 Equity Shares of ₹ 100/- each	89,44,26,891		89,44,26,891	
Less : Share of Profit/(Loss) upto 31st March, 2015	12,31,73,836	1,01,76,00,727	(10,50,65,784)	78,93,61,107
b. Unquoted fully paid up				
Roseview Developers Private Limited 5,000 Equity Shares of ₹ 10/- each	50,000		50,000	
Less : Share of Loss upto 31st March, 2015	(50,000)	—	(50,000)	—
Prajay Urban Private Limited 5,000 Equity Shares of ₹ 10/- each	50,000		50,000	
Less : Share of Loss upto 31st March, 2015	(50,000)	—	(50,000)	—
Bengal Emami Housing Limited 60,000 Equity Shares of ₹ 10/- each	6,00,000		6,00,000	
Less : Share of Loss upto 31st March, 2015	(2,79,289)	3,20,711	(1,93,445)	4,06,555
		1,01,79,21,438		78,97,67,662
iii. Investments in Preference Shares				
Unquoted fully paid up				
Emami Paper Mills Limited* 1,75,000 8% Cumulative Redeemable Non- convertible Preference Shares of ₹ 100/- each		7,00,00,000		7,00,00,000
iv. Investments in Debentures				
Unquoted fully paid up				
Vijaybhan Investments and Consultancy Private Limited 4,28,760 (Nil) Non Convertible Debentures of ₹1,000/- each		42,87,60,000		—
v. Investments in Bonds				
Unquoted fully paid up				
Orbit Realty Infrastructure Limited 4,00,000 Optionally Convertible Bond of ₹ 100/- each		4,00,00,000		4,00,00,000

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹)

	As at 31.03.2015		As at 31.03.2014	
vi. Investments in Partnership Firm				
P. S. Srijan Projects	1,20,53,976		2,83,87,475	
Less : Contribution withdrawals	90,00,000		79,00,000	
Add : Share of Profit/(Loss) upto 31st March, 2015	13,45,755	43,99,731	(84,33,499)	1,20,53,976
Supervalue Nirman LLP	1,000		1,000	
Add : Share of Profit/(Loss) upto 31st March, 2015	-	1,000	-	1,000
		1,56,10,82,169		91,18,22,638
B. Other Investments				
i. Government Securities				
6 Year National Savings Certificates		2,000		2,000
Total Non - Current Investments		1,82,52,80,722		1,12,75,07,679
Aggregated amount of quoted investments		1,01,76,00,727		78,93,61,107
Market value of quoted investments **		49,39,60,474		25,74,09,771
Aggregated amount of unquoted investments		80,76,79,995		33,81,46,572

*These Preference Shares are redeemable at a premium of ₹ 500/- per share on 27th March, 2025. However, the Company has an option to redeem these preference shares before the redemption period.

** The market value of quoted investments is lower than book value due to temporary stock market conditions and is not permanent in nature.

(₹)

12. LONG-TERM LOANS AND ADVANCES

	As at 31.03.2015	As at 31.03.2014
(Unsecured, considered good)		
Loans to Others	-	59,15,60,456
Deposit under JDA	22,50,00,000	22,50,00,000
Advances to Others	6,49,73,624	6,51,05,624
Security Deposits	1,00,78,92,015	1,00,72,52,333
	1,29,78,65,639	1,88,89,18,413

13. OTHER NON-CURRENT ASSETS

	As at 31.03.2015	As at 31.03.2014
Fixed deposits with Banks *	1,36,55,000	3,26,70,000
Interest Receivable from Fixed Deposits	5,45,372	15,16,772
	1,42,00,372	3,41,86,772

* Includes Fixed deposits with maturity of more than 12 months & Pledged.

14. CURRENT INVESTMENTS (SHORT-TERM)

Non-Trade Investments		
Paintings	9,06,30,000	-
	9,06,30,000	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹)

15. INVENTORIES

	As at 31.03.2015	As at 31.03.2014
A. Work-in-Progress		
Land	67,11,45,113	33,71,10,958
Materials in hand	6,06,01,228	–
Work-in-Progress	6,12,65,87,120	3,58,28,27,213
(A)	6,85,83,33,461	3,91,99,38,171
B. Trade Goods		
Debentures - Unquoted fully paid up		
Prajay Urban Private Limited 24,480 Optionally Convertible Debentures of ₹10,000/- each	24,48,00,000	24,48,00,000
(B)	24,48,00,000	24,48,00,000
(A+B)	7,10,31,33,461	4,16,47,38,171

16. CASH AND BANK BALANCES

Cash and Cash Equivalents		
- In Current Accounts	1,70,18,487	2,77,04,950
- Escrow Account/Fractional Share Sale Proceeds	24,638	24,638
Cash in Hand	14,69,229	79,533
Cheques in hand	80,264	4,41,00,000
Fixed deposits with Banks (having original maturity less than 3 months)*	2,50,11,529	–
Other Bank Balances		
- Fixed deposits with Banks (having remaining maturity less than 12 months)*	5,75,73,672	4,89,22,255
	10,11,77,819	12,08,31,376

* Include fixed deposits pledged as security.

17. SHORT-TERM LOANS AND ADVANCES

(Unsecured, considered good)		
Loans		
- Related Parties (Refer Note No. 28)	27,59,14,183	22,58,54,872
- Others	3,29,50,25,545	3,19,25,91,066
Advances to Others	–	9,00,000
Advances to Contractors/Suppliers	54,74,96,182	57,73,55,320
Advance Income Tax	10,94,15,366	9,35,28,267
Balances with Government Authorities		
- Service Tax Credit Receivable	6,22,21,036	3,52,27,411
- VAT Credit Receivable	9,26,169	–
Prepaid Expenses	1,01,98,464	55,62,900
Advances to Employees	2,78,000	3,67,401
Other Receivables	8,96,95,622	2,87,31,106
	4,39,11,70,567	4,16,01,18,343

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹)

18. REVENUE FROM OPERATIONS

	Year ended 31.03.2015	Year ended 31.03.2014
Operating Income		
Sale of Land	88,00,000	–
Sale of Flat	26,40,70,170	–
Profit on Sale of Associates	–	32,019
(A)	27,28,70,170	32,019
Other Operating Income		
Nomination Charges	25,81,451	12,24,251
Legal Fees Received	19,60,750	66,000
(B)	45,42,201	12,90,251
(A+B)	27,74,12,371	13,22,270

19. OTHER INCOME

Interest Income on		
Loans Given	41,11,55,882	18,79,79,423
Fixed Deposit	77,62,722	54,85,892
Income Tax Refund	57,523	9,86,427
(A)	41,89,76,127	19,44,51,742
Dividend on Long - Term Investments	14,00,000	15,342
Profit on Sale of units of Mutual Funds	56,04,246	–
Share of Profit in Partnership Firm	13,45,756	–
Miscellaneous Income	2,48,10,435	1,15,36,859
Liabilities Written back	962	13,029
(B)	3,31,61,399	1,15,65,230
(A+B)	45,21,37,526	20,60,16,972

20. INCREASE/(DECREASE) IN INVENTORIES

I. Opening Stock		
Land	33,71,10,958	33,71,10,958
Work-in-Progress	3,58,28,27,210	2,01,86,33,379
Debentures	24,48,00,000	24,48,00,000
	4,16,47,38,168	2,60,05,44,337
II. Closing Stock		
Land	67,11,45,113	33,71,10,958
Work-in-Progress	6,18,71,88,348	3,58,28,27,213
Debentures	24,48,00,000	24,48,00,000
	7,10,31,33,461	4,16,47,38,171
Net Increase/(Decrease) (II - I)	2,93,83,95,293	1,56,41,93,834

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹)

21. PURCHASES

	Year ended 31.03.2015	Year ended 31.03.2014
Land	34,02,76,460	–
	34,02,76,460	–

22. EMPLOYEE BENEFITS EXPENSE

Salaries and Wages	16,79,65,784	13,95,08,118
Contribution to Provident and Other Funds	38,21,653	37,55,737
Staff Welfare Expenses	6,78,643	4,83,824
	17,24,66,080	14,37,47,679

23. FINANCE COSTS

Interest Expenses	89,60,19,835	50,57,32,828
Other Borrowing Costs	6,17,06,974	19,70,413
	95,77,26,809	50,77,03,241

24. PROJECT EXPENSES

Materials Consumed	49,57,66,777	39,25,96,864
Payments to Contractors	1,18,50,85,808	60,51,80,217
Consultants Fees	8,24,02,402	2,94,20,700
Project Promotion & Expenses	2,89,55,137	1,52,62,705
Insurance	(49,402)	10,87,507
Repair & Maintenance	23,91,120	21,93,301
Rent	3,00,000	5,12,160
Rates & Taxes	1,84,32,291	5,55,84,853
Travelling & Conveyance	92,47,603	99,74,735
Loss on Sale of Fixed Assets	–	4,230
Constructions Expenses	2,78,99,966	41,51,192
Other Operating Expenses	8,13,49,543	3,80,04,731
Upfront Premium	35,00,00,000	–
Auditors' Remuneration (Refer Note No. 29)	92,000	80,000
	2,28,18,73,245	1,15,40,53,195

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹)

25. OTHER EXPENSES

	Year ended 31.03.2015	Year ended 31.03.2014
Electricity Charges	7,54,197	21,75,828
Rent	19,93,200	18,81,668
Repair and Maintenance	23,04,536	19,50,530
Rates & Taxes	1,11,638	1,09,738
Advertisement & Publicity	1,62,316	1,14,416
Royalty	1,00,000	1,00,000
Travelling & Conveyance	16,55,007	17,43,131
Legal & Professional Fees	31,51,479	16,24,809
Share of Loss in Partnership Firm	—	84,33,499
Miscellaneous Expenses	26,33,113	31,41,625
Auditors' Remuneration (Refer Note No. 29)	8,28,708	8,47,056
	1,36,94,194	2,21,22,300

26. EARNINGS PER SHARE (EPS)

Earnings per Share is calculated as follows :		
Net Profit after tax attributable to Equity Shareholders	12,27,21,329	7,55,02,035
Weighted average number of equity shares (Basic and Diluted)	2,42,98,392	2,42,98,392
Nominal value of Equity Share	2	2
Basic and Diluted Earnings per Share #	5.05	3.11

Emami Rainbow Niketan Private Limited, a 100% subsidiary of the Company, has issued Optionally Convertible Debentures (OCDs) which are in the nature of potential dilutive equity shares. However, the rate of conversion of such OCDs into equity shares will be decided on the date of maturity, in case the OCDs holders opts for the conversion. Thus in absence of such conversion rate, Diluted EPS has not been calculated separately.

(₹)

27. DEFINED BENEFIT PLANS

As per actuarial valuations as on 31st March, 2015 and recognised in the financial statement in respect of Employee benefit schemes

Particulars	31.03.2015		31.03.2014	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Unfunded	Unfunded	Unfunded	Unfunded
A. Components of Employer Expenses				
1. Current Service Cost	15,86,347	12,90,945	14,27,237	14,54,687
2. Interest Cost	3,64,258	3,26,655	2,19,682	2,20,518
3. Expected Return on plan assets	—	—	—	—
4. Actuarial Gain/Losses	(10,64,644)	(59,085)	3,21,807	3,95,301
5. Benefits paid	—	(9,64,395)	—	—
6. Total Expenses recognised in the Statement of Profit and Loss	8,85,961	5,94,120	19,68,726	20,70,506

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹)

Particulars	31.03.2015		31.03.2014	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Unfunded	Unfunded	Unfunded	Unfunded
B. Net asset/(liability) recognised in balance sheet as at 31st March, 2015				
1. Present value of Defined Benefits Obligation (DBO)	54,39,181	51,59,501	45,53,220	45,65,381
2. Fair value of plan assets	–	–	–	–
3. Funded Status [Surplus / (deficit)]	(54,39,181)	(51,59,501)	(45,53,220)	(45,65,381)
4. Net asset/(liability) recognised in Balance Sheet	(54,39,181)	(51,59,501)	(45,53,220)	(45,65,381)
C. Change in Defined Benefit Obligation during the year ended 31st March, 2015				
1. Present value of DBO at beginning of period	45,53,220	45,65,381	25,84,494	26,93,768
2. Current Service Cost	15,86,347	12,90,945	14,27,237	14,54,687
3. Interest Cost	3,64,258	3,26,655	2,19,682	2,20,518
4. Actuarial gain/losses	(10,64,644)	(59,085)	3,21,807	3,95,301
5. Benefits paid	–	(9,64,395)	–	(1,98,893)
6. Present value of DBO at the end of period	54,39,181	51,59,501	45,53,220	45,65,381
D. Change in Fair Value of Assets				
1. Plan assets at beginning of period	–	–	–	–
2. Expected Return on Plan assets	–	–	–	–
3. Actuarial Gains	–	–	–	–
4. Actual company contributions	–	9,64,395	–	1,98,893
5. Benefits paid	–	(9,64,395)	–	(1,98,893)
6. Plan assets at the end of period	–	–	–	–
E. Actuarial Assumptions				
1. Discount Rate	8.00%	8.00%	8.50%	8.50%
2. Inflation Rate	6.00%	6.00%	5.00%	5.00%

28. RELATED PARTY TRANSACTIONS

- i) List of related parties where control exists and related parties with whom transactions have taken place and relationships :

Name of Related Party	Relationship
1. Roseview Developers Private Limited #	Associate
2. Bengal Emami Housing Limited #	Associate
3. Zandu Realty Limited*	Associate
4. Prajay Urban Private Limited #	Associate
5. Evergreen Block Construction Private Limited (ceased to be an associate w.e.f. 27.12.2013)	Associate
6. P S Srijan Projects	Partnership Firm

An associate of Emami Realty Limited

* An associate of Emami Rainbow Niketan Private Limited

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

ii) Key Managerial Personnel & Other Directors :

Name of Related Party	Relationship
a) Key Managerial Personnel :	
1. Mr. Girja Kumar Choudhary	Wholetime Director & CFO
2. Ms. Payel Jain	Company Secretary
b) Other Directors :	
1. Mr. Abhijit Datta	Non-Executive Chairman (Independent)
2. Mr. Hari Mohan Marda	Independent Director
3. Mr. Ram Gobind Ganeriwala	Independent Director
4. Mrs. Karabi Sengupta (w.e.f. 31st March 2015)	Independent Director
5. Mr. Basant Kumar Parakh	Non-Executive Director
iii) Entities where Key Managerial Personnel have significant control :	
1. Prime Constructions Private Limited	

iv) Transactions during the year with related parties :

(₹)

Nature of Transactions	Associates		Key Management Personnel & Others Directors		Entities where Key Management Personnel have Significant Influence		Total	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Interest Paid	-	20,46,623	-	-	-	-	-	20,46,623
Loan Given	3,75,50,000	13,88,10,000	-	-	-	-	3,75,50,000	13,88,10,000
Realisation of Loan Given	-	4,65,36,000	-	-	-	-	-	4,65,36,000
Interest Received	2,10,02,214	76,40,955	-	-	-	-	2,10,02,214	76,40,955
Advances Given	-	15,000	-	-	-	-	-	15,000
Realisation of Advances Given	-	54,17,030	-	-	-	1,81,68,000	-	2,35,85,030
Receipt from Partnership Firm	90,00,000	79,00,000	-	-	-	-	90,00,000	79,00,000
Remunerations Paid	-	-	1,09,84,592	36,01,470	-	-	1,09,84,592	36,01,470
Sitting Fees	-	-	2,41,500	92,697	-	-	2,41,500	92,697
Balance as on 31st March 2015								
Loans Given	24,29,10,000	20,53,60,000	-	-	-	-	24,29,10,000	20,53,60,000
Interest Receivable	3,30,04,183	2,04,94,872	-	-	-	-	3,30,04,183	2,04,94,872
Advances Taken	12,50,000	12,50,000	-	-	-	-	12,50,000	12,50,000

29. AUDITORS' REMUNERATION

	Year ended 31.03.2015	Year ended 31.03.2014
As Auditors :		
- Audit Fees	6,33,708	5,19,944
- Tax Audit Fees	70,000	98,090
- Domestic Transfer Pricing Fees	-	23,236
- Fees for Limited Review	60,000	60,674
- Certification Fees	1,57,000	2,25,112
	9,20,708	9,27,056

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹)

30. INVESTMENTS IN PARTNERSHIP FIRMS

Particulars	Profit Sharing Ratio		Capital A/c		Current A/c	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
I. Names of the Partners in P. S. Srijan Projects						
Emami Realty Limited	50%	50%	50,00,000	50,00,000	(6,00,269)	70,53,975
P. S. Group Realty Limited	25%	25%	25,00,000	25,00,000	(3,53,833)	34,84,440
Srijan Realty Private Limited	25%	25%	25,00,000	25,00,000	(3,42,682)	34,73,289
			1,00,00,000	1,00,00,000	(12,96,784)	1,40,11,704

Particulars	Profit Sharing Ratio		Capital A/c	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
II. Names of the Partners in Supervalu Nirman LLP				
Creative Cultivation Private Limited	99%	99%	99,000	99,000
Emami Realty Limited	1%	1%	1,000	1,000
			1,00,000	1,00,000

31. CURRENT NON-TRADE INVESTMENTS PURCHASED AND SOLD DURING THE YEAR

Particulars	2014-15		2013-14	
	Purchased	Sold	Purchased	Sold
	Nos. of Units	Nos. of Units	Nos. of Units	Nos. of Units
Birla Sun Life Cash Plus - Growth Direct Plan	94,77,041	94,77,041	-	-

32. Emami Realty Limited, wholly owned subsidiary of the Company has entered into 3 Joint Development Agreements for development of projects - 2 at Chennai & 1 at Kolkata.
33. Against the Assignment Agreement entered by the Company with M/S Karthikeya Ancillaries Pvt. Ltd. (the landlord) for assignment of JDA entered into between the landlord and Presidium Construction Pvt. Ltd. for development of an immovable property situated at Coimbatore, the said landlord has served Termination Notice. The Company has taken requisite legal steps including challenging the termination and filing of cases before the various Courts. In terms of order of injunction passed by the learned Principal District Munsif, Coimbatore, the subject property is presently in our possession. Furthermore, the Hon'ble Madras High Court was pleased to refer the matter to mediation and in event of failure of the mediation process the dispute shall be resolved by the mode of Arbitration wherein Justice P. K. Balasubramanyan, Retired Judge of the Supreme Court of India shall act as the Sole Arbitrator. The legal proceedings are pending and the Company has been legally advised that the result of such proceedings are expected to be in its favour.
34. Emami Realty Limited (ERL), being 100% Subsidiary of the Company, has initiated criminal proceedings against M/S Karthikeya Ancillaries Pvt. Ltd. & its directors with whom ERL has entered into Area Assignment Agreement for purchase of 28,750 sqft area in the proposed Shopping Mall at Coimbatore. The book value of total Investment in the project as on 31/03/2015 is ₹ 9,62,42,855/- (P.Y. ₹ 9,62,42,855/-). The matter is presently subjudice but the management expects a favourable decision in the matter.
35. The Board of Directors of the Company have decided not to proceed further with the proposal of amalgamation of its wholly owned subsidiary M/S Emami Realty Limited with M/s Zandu Realty Limited and accordingly all proceedings in connection therewith have been withdrawn.
36. The Group operates in a single business segment. Therefore, segment reporting as per AS - 17 notified by the Companies (Accounting Standard) Rules, 2006 is not applicable.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

37. Investments includes Goodwill on consolidation of Associates amounting to ₹ 1,41,331/- (P.Y. ₹ 1,41,331/-).
38. Since there is no virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which deferred tax assets can be realised. Deferred tax assets of ₹ 4,54,24,153/- (₹ 1,47,37,657/-) arising on account of carried forward unabsorbed business losses and depreciation have not been recognised in the accounts as recommended under Accounting Standard (AS-22) on "Deferred Taxation" issued by the Institute of Chartered Accountants of India.
39. Details of terms of repayment and securities provided in respect of secured long-term borrowings are as under:

A. Redeemable Non Convertible Debentures

Sl. No.	Mutual Fund/ Financial Institutions	Nature of Security	Repayment terms	Interest Rate	As at	
					31.03.2015	31.03.2014
a.	ICICI Prudential Regular Savings Plan	Pledge of equity shares of a third party	Principal amount plus Redemption Premium @11.15% p.a. compounded annually payable on redemption i.e. 26th April, 2018.	Zero	68,50,00,000	-
b.	ICICI Prudential Fixed Maturity Plan	Pledge of equity shares of a third party	Principal amount plus Redemption Premium @11.15% p.a. compounded annually payable on redemption i.e. 26th April, 2018.	Zero	31,50,00,000	-
c.	ICICI Prudential Regular Savings Plan	Pledge of equity shares of a third party	Principal amount plus Redemption Premium such that the yield to maturity is 11.60% p.a. payable on redemption i.e. 13th August 2017.	Zero	1,00,00,00,000	-
d.	Credit Suisse AG, Singapore	Pledge of equity shares of a third party	Principal amount plus Redemption Premium @ 11.10% p.a. Compounded annually payable on redemption i.e. 2nd September 2016.	Zero	1,00,00,00,000	-
Sub-Total (A)					3,00,00,00,000	-

B (i) Term Loans from Bank

Sl. No.	Bank	Nature of Security	Repayment terms	Interest Rate	As at	
					31.03.2015	31.03.2014
a.	ICICI Bank Limited	First charge of immovable property at 2 Jessore Road, Kolkata - 700028, project receivables and additional security of a land parcel owned by third party coupled with the corporate guarantee by the said third party. Further, the loan is secured by the corporate guarantee of Emami Infrastructure Limited, the Holding Company and Oriental Sales Agencies (India) Private Limited and personal guarantee of two former Directors of the Company.	Repayable in 20 monthly installments of ₹ 5 crore each from 15th January, 2014, second loan of ₹ 100 crores is repayable in 20 monthly installments of ₹ 5 crore each from 15th July, 2014 and third loan of ₹ 125 crores is repayable in 20 monthly installments of ₹ 5.20 crore each from 15th March, 2016 and overdraft facility (sub limit of Term Loan) carries interest at Base Rate + 2.75%.	12.75%	1,88,95,55,567	1,51,30,42,611

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Sl. No.	Bank	Nature of Security	Repayment terms	Interest Rate	As at		
					31.03.2015	31.03.2014	
b.	ICICI Bank Limited	First charge of immovable property at 34 Egattur Village, Chengalpet Taluk, Tamil Nadu, project receivables and additional security of a land parcel owned by third party coupled with the corporate guarantee by the said third party. Further, the loan is secured by the corporate guarantee of Emami Infrastructure Limited, the Holding Company, Add Albatross Properties Private Limited and Oriental Sales Agencies (India) Private Limited	Repayable in 30 monthly installments of ₹ 4.17 crore each from 15th April, 2015.	13.00%	40,00,00,000	-	
c.	ICICI Bank Limited	First charge of immovable property at Kukatpally, Hyderabad, project receivables and additional security of a land parcel owned by third party coupled with the corporate guarantee by the said third party. Further, the loan is secured by the corporate guarantee of Emami Realty Limited, the Holding Company.	Repayable in 24 equal monthly installment of ₹ 3.33 Crores from 15th April 2014.	13.00%	40,00,00,004	80,00,00,000	
					2,68,95,55,571	2,31,30,42,611	
					Less : Current Maturities of Long Term Debts disclose under Other Current Liabilitis (Refer Note No. 8)	1,25,20,00,004	1,45,00,00,000
					Sub-Total (B (i))	1,43,75,55,567	86,30,42,611

B (ii) Term Loans from Bank

Sl. No.	Financial Institutions	Nature of Security	Repayment terms	Interest Rate	As at	
					31.03.2015	31.03.2014
a.	Kotak Mahindra Prime Limited	Pledge of equity shares of a third party	Repayment is subject to the exercicise of put and call option upto 36 months from 3rd March, 2014.	11.50%	73,00,00,000	1,48,00,00,000
b.	Tata Capital Finance Services Limited	Pledge of equity shares of a third party	Repayment is subject to the exercicise of put and call option upto 36 months from 8th February, 2014.	11.25%	40,00,00,000	40,00,00,000
c.	Tata Capital Finance Services Limited	Pledge of equity shares of a third party	Repayment is subject to the exercicise of put and call option upto 36 months from 14th March, 2014.	11.25%	50,00,00,000	50,00,00,000

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Sl. No.	Financial Institutions	Nature of Security	Repayment terms	Interest Rate	As at	
					31.03.2015	31.03.2014
d.	Kotak Mahindra Prime Limited	Pledge of equity shares of a third party	Repayment is subject to the exercise of put and call option upto 36 months from 2nd February, 2015.	11.25%	37,00,00,000	-
e.	Kotak Mahindra Investment Limited	Pledge of equity shares coupled with corporate guarantee of a third party	Repayment is subject to the exercise of put and call option upto 60 months from 3rd March, 2015.	11.50%	30,00,00,000	-
f.	Axis Finance Limited	Pledge of equity shares of a third party	Bullet repayment at the end of 24 months from the date of disbursement of Loan i.e. 16th September 2014.	11.25%	20,00,00,000	-
					2,50,00,00,000	2,38,00,00,000
Sub-Total (B (ii))					6,93,75,55,567	3,24,30,42,611

40. Details of terms of repayment and securities provided in respect of secured short-term borrowings are as under:

A (i) Term Loans from Banks

Sl. No.	Bank	Nature of Security	Repayment terms	Interest Rate	As at	
					31.03.2015	31.03.2014
i	Axis Bank Limited	Pledge of fixed deposit by a third party	Already repaid in 2014-15	11.00%	-	79,95,00,000
ii	Oriental Bank of Commerce	Pledge of fixed deposit by a third party	Already repaid in 2014-15	11.25%	-	71,85,00,000
Sub-Total (A (i))					-	1,51,80,00,000

A (ii) Term Loans from Others

Sl. No.	Financial Institutions	Nature of Security	Repayment terms	Interest Rate	As at	
					31.03.2015	31.03.2014
i	Axis Finance Limited	Pledge of equity shares coupled with corporate guarantee of a third party	Already repaid in 2014-15	11.25%	-	55,00,00,000
ii	Bajaj Finance Limited	Pledge of equity shares coupled with corporate guarantee of a third party	Repayment is subject to the exercise of put and call option upto 12 months from 18th June, 2014.	11.25%	20,00,00,000	-
iii	STCI Finance Limited	Pledge of equity shares coupled with corporate guarantee of a third party	Repayment is subject to the exercise of put and call option upto 180 days from 27th June, 2014.	11.25%	30,00,00,000	-
Sub-Total (A (ii))					50,00,00,000	55,00,00,000
Grand-Total (A(i)+A(ii))					50,00,00,000	2,06,80,00,000

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

41. Pursuant to clause 7(b) of Schedule II of the Companies Act 2013, effective from 1st April, 2014 the carrying amount of the assets of ₹ 2,41,867/- after retaining the residual value is recognised in the opening balance of retained earning as at such date.
42. **Contingent Liabilities not provided for in respect of :**
- Corporate Guarantee of ₹ 577,00,00,000/- (P.Y. ₹ 355,00,00,000/-).
 - Disputed Direct Taxes (Net of advances) of ₹ 1,02,12,395/- (P.Y. ₹ 6,00,410/-)
 - Bank Guarantee of ₹ 1,25,11,000/- (P.Y. ₹ 1,85,000/-)
 - Commitments
 - Major Contracts Commitment Outstanding for Architects, Civil etc is ₹ 2,40,74,15,281/- (P.Y. ₹ 3,37,06,09,409/-).
43. The Company has not received any intimation from “suppliers” regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.
44. Since external and internal sources of information do not provide for any indication for impairment of fixed assets based on cash generating unit concept, no impairment is required during the year.
45. Previous year’s figures have been rearranged or regrouped wherever necessary.

As per our report of even date

For and on behalf of the Board of Directors

For **S. K. AGRAWAL & CO.**
Chartered Accountants
Firm Registration No. 306033E

Abhijit Datta
Chairman

Hari Mohan Marda
Director

Ram Gobind Ganeriwala
Director

Radhakrishnan Tondon
Partner
Membership No. 060534

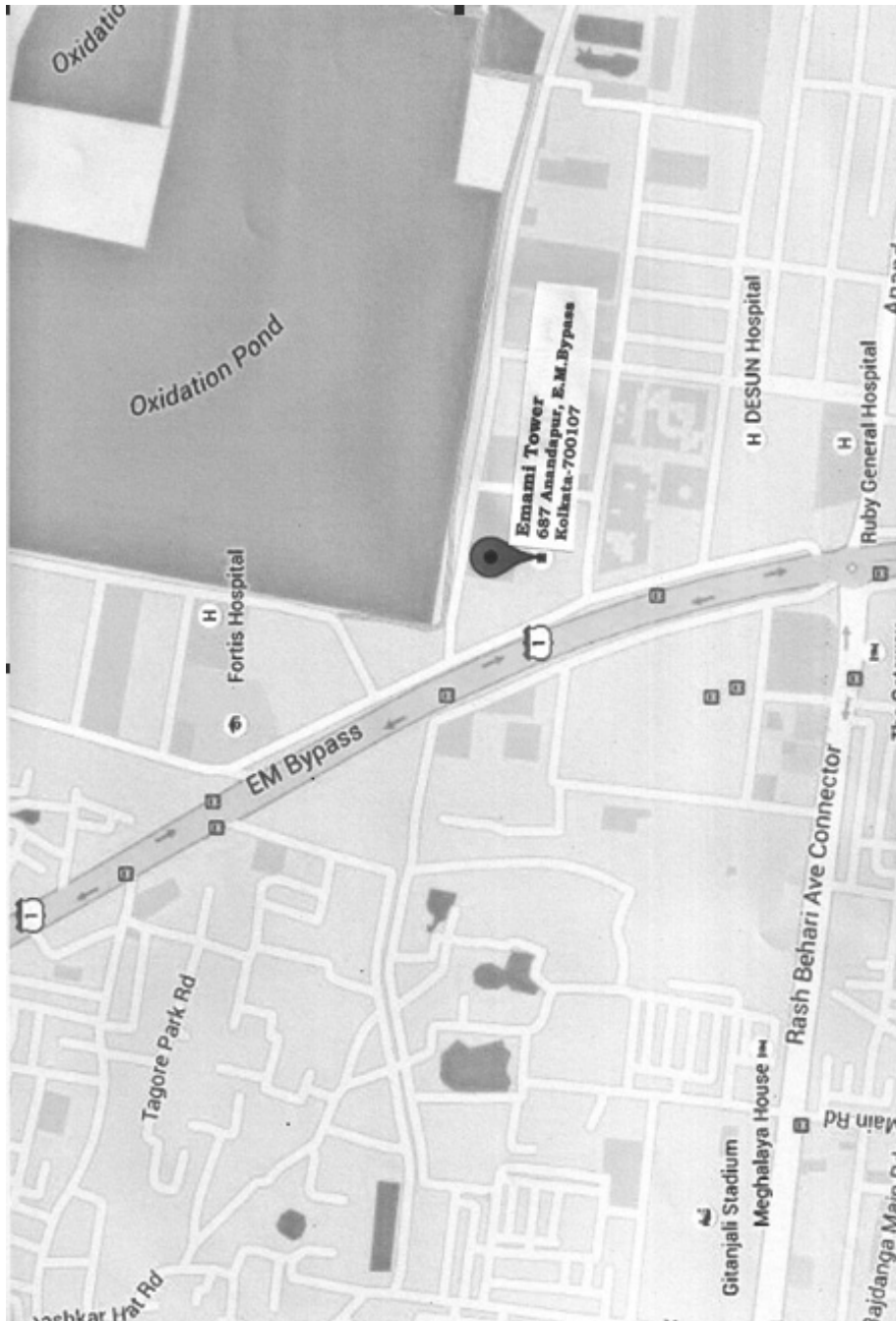
Karabi Sengupta
Director

Girja Kumar Choudhary
Wholetime Director & CFO


Payel Jain
Company Secretary

Kolkata
May 25, 2015

Route Map to the venue of the 7th AGM of Emami Infrastructure Limited





Construction By:
 **L&T Construction**


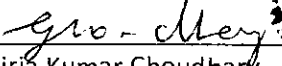
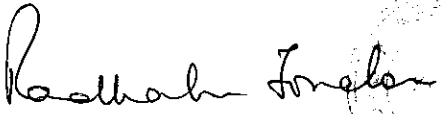


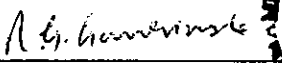


25/5
29/5

emami* Infrastructure Limited

Cover Page of the Annual Report for the Financial Year 2014-15

FORM-A

1	Name of Company	EMAMI INFRASTRUCTURE LIMITED
2	Annual financial Statement for the financial year ended	March 31, 2015
3	Type of Audit Observation	Un-qualified
4	Frequency of Observation	Not Applicable
5	To be signed by	
	<ul style="list-style-type: none">CFO	  Girja Kumar Choudhary Whole-time Director & CFO
	<ul style="list-style-type: none">Auditor of the Company	For S.K. Agrawal & Co. Firm Registration Number: 306033E  Radhakrishan Tondon Partner Membership No. 060534 
	<ul style="list-style-type: none">Audit Committee Chairman	  Ram Gobind Ganeriwala Chairman, Audit Committee