



EMAMI INFRASTRUCTURE LIMITED

Our Company was incorporated on January 4, 2008 in Kolkata as a private limited company in the name and style of Slick Properties Private Limited under the Companies Act, 1956 with the Registrar of Companies, West Bengal. With effect from June 25, 2009, our Company became a public limited company and the name of the Company was changed to Slick Properties Limited and subsequently to Emami Infrastructure Limited with effect from July 01, 2009.

Registered & Corporate Office : Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata-700 107

Tel : +91-33 – 6613 6210/236; Fax : +91-33 – 6613 6249; E-mail : emamiinfra@emamigroup.com

Website: www.emamigroup.com

Contact Person : G. Choudhary/Abhijit Dan

INFORMATION MEMORANDUM FOR LISTING OF 2,42,98,392 EQUITY SHARES OF RS. 2/- EACH

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS INFORMATION MEMORANDUM

GENERAL RISKS

Investments in equity and equity related security involves a degree of risk and investors should not invest in the equity shares of Emami Infrastructure Limited (Formerly known as Slick Properties Limited) unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in the shares of Emami Infrastructure Limited. For taking an investment decision, investors must rely on their own examination of the Company including the risk involved.

ISSUER'S ABSOLUTE RESPONSIBILITY

Emami Infrastructure Limited having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to Emami Infrastructure Limited, which is material in the context of the issue of shares pursuant to the scheme, that the information contained in this Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares of Emami Infrastructure Limited are proposed to be listed on the Bombay Stock Exchange Limited (BSE), the designated stock exchange, the National Stock Exchange of India Limited (NSE) and the Calcutta Stock Exchange Limited (CSE).

REGISTRAR AND TRANSFER AGENT

MAHESHWARI DATAMATICS PRIVATE LIMITED

(Contact Person: S. Raja Gopal)

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

Phone No: (033) 2243-5809/5029, Fax: (033) 2248-4787, E-mail : mdpl@cal.vsnl.net.in,

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SECTION – 1 GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms have the following meanings in this Information Memorandum and references to any statute or regulations or policies shall include amendments thereto, from time to time:

Term	Description
EIL or “Company” or “Our Company” or “we” or “us” or “our”	Emami Infrastructure Limited, a public limited company having its registered office at Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata - 700 107
“Emami Limited” or “Emami” or “EMAMI”	Emami Limited, A public limited company having its registered office at Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata - 700 107
“Zandu” or “The Zandu Pharmaceuticals Works Limited”	The Zandu Pharmaceuticals Works Limited, A public limited company having its registered office at Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata - 700 107

Conventional and General Terms

Term	Description
Act / Companies Act	The Companies Act, 1956 and amendments thereto
Articles / Articles of Association	Articles of Association of the Company
Appointed Date	5th day of November 2008
Auditors	The Statutory Auditors of EIL
Board of Directors / Board	Board of Directors of the Company
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
CSE	The Calcutta Stock Exchange Limited
Designated Stock Exchange	The designated stock exchange shall be Bombay Stock Exchange Limited
Depositories Act	The Depositories Act, 1996 and amendments thereto
DP	Depository Participant
EGM	Extra Ordinary General Meeting
Equity Share(s) or Share(s)	Equity Share of the Company having a face value of Rs.2/- unless otherwise specified in the context thereof
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999
FI	Financial Institutions
FII(s)	Foreign Institutional Investors registered with SEBI under applicable laws
GOI	Government of India
HUF	Hindu Undivided Family
Information Memorandum	This document filed with the Stock Exchanges is known as and referred to as the Information Memorandum.
I. T. Act	The Income Tax Act, 1961, as amended from time to time, except as stated otherwise
Memorandum/ Memorandum of Association	Memorandum of Association of the Company
NRI(s)	NRI(s) Non Resident Indian(s)
NSDL	National Securities Depository Ltd.
NSE	National Stock Exchange of India Limited
Promoters	R . S . Agarwal and R. S. Goenka & others

Term	Description
RBI	Reserve Bank of India
Record date	December 23, 2009
Registrar and Transfer Agents	Maheshwari Datamatics Private Limited
ROC	Registrar of Companies, Kolkata
Scheme of Arrangement	Scheme of Arrangement under sections 391 to 394 of the Companies act, 1956 between Emami Limited and The Zandu Pharmaceutical Works Limited and Emami Infrastructure Limited
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992 as amended from time to time
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 notified by SEBI on August 26, 2009
SICA	Sick Industrial Companies (Special Provisions) Act, 1995.
Stock Exchanges	Shall refer to the NSE, BSE and CSE where equity shares of the EIL are proposed to be listed.
“Scheme of Arrangement” or “ the Scheme”	Scheme of Arrangement under sections 391 to 394 of the Companies act, 1956 between Emami Limited, The Zandu Pharmaceutical Works Limited, Emami Infrastructure Limited and their respective shareholders.



CERTAIN CONVENTIONS, USE OF MARKET DATA

Unless stated otherwise, the financial data in this Information Memorandum is derived from our financial statements prepared in accordance with Indian GAAP. Our last financial year commenced on April 1, 2008 and ended on March 31, 2009. In this Information Memorandum, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off.

All references to "India" contained in this Information Memorandum are to the Republic of India. All references to "Rupees" or "Rs." are to Indian Rupees, the official currency of the Republic of India.

For additional definitions, please see the section titled "Definitions, Abbreviations and Industry Related Terms" of this Information Memorandum.

Unless stated otherwise, industry data used throughout this Information Memorandum has been obtained from the published data and industry publications. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Information Memorandum is reliable, it has not been independently verified.

The information included in this Information Memorandum about various other Companies is based on their respective Annual Reports and information made available by the respective companies.



FORWARD LOOKING STATEMENTS

We have included statements in this Information Memorandum, that contain words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions that are “forward-looking statements”.

All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results and property valuations to differ materially from those contemplated by the relevant statement.

Important factors that could cause actual results to differ materially from our expectations include, among others:

- General economic and business conditions in India and other countries;
- Our ability to successfully implement our strategy, our growth and expansion plans and technological changes;
- Changes in the value of the Rupee and other currency changes;
- Changes in Indian or international interest rates;
- Changes in laws and regulations in India;
- Changes in political conditions in India; and
- Changes in the foreign exchange control regulations in India.

For further discussion of factors that could cause our actual results to differ, see the section titled “Risk Factors” on page 7 of this Information Memorandum. By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Industry” and “Business”.

We do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

SECTION – 2 RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all of the information in this Information Memorandum, including the risks and uncertainties described below. If any of the following risks actually occur, our business, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment.

INTERNAL RISK FACTORS

1. Our business is heavily dependent on the performance of the real estate market and the availability of real estate financing in India.

Our business is heavily dependent on the performance of the real estate market in India, particularly in the regions in which we operate, and could be adversely affected if market conditions deteriorate. Real estate projects take a substantial amount of time to develop, and we could incur losses if we purchase land at high prices and we have to sell our developed projects during weaker economic periods.

Further, the real estate market, both for land and developed properties is relatively illiquid, which may limit our ability to respond promptly to market events. The real estate market is significantly affected by changes in government policies, economic conditions, demographic trends, employment and income levels and interest rates, among other factors. These factors can negatively affect the demand for and valuation of our projects under development and our planned projects.

Lower interest rates on financing from India's retail banks and housing finance companies, particularly for residential real estate, and favorable tax treatment of loans, have helped fuel the recent growth of the Indian real estate market. However, interest rates in India are exhibiting a rising trend, which could discourage consumers from borrowing to finance real estate purchases and depress the real estate market. Our business could be adversely affected if demand for or supply of real estate financing at attractive rates were to diminish or cease to exist.

2. We may not be successful in identifying suitable projects, which may impede our growth.

Our ability to identify suitable projects is fundamental to our business and involves certain risks, including identifying and acquiring appropriate land, appealing to the tastes of residential customers, understanding and responding to the requirements of commercial clients and anticipating the changing retail trends in India. In identifying new projects, we also need to take into account land use regulations, the land's proximity to resources such as water and electricity and the availability and competence of third parties such as architects, surveyors, engineers and contractors. The failure to identify suitable projects, build or develop saleable or lettable properties or meet customer demand in a timely manner could result in lost or reduced profits. In addition, it could reduce the number of projects we undertake and slow our growth.

3. We may not be able to compete effectively.

We may face significant competition from other real estate developers, many of whom undertake similar projects within the same regional markets as us. Given the fragmented nature of the real estate development business, we often do not have adequate information about the projects our competitors are developing and accordingly, we run the risk of underestimating supply in the market. Our current property developments are in the Kolkata and Andhra regions and our plans are to look for new development opportunities across India. As we seek to diversify our regional focus, we face the risk that some of our competitors may be better known in other markets, enjoy better relationships with landowners and international joint venture partners, gain early access to information regarding attractive parcels of land and be better placed to acquire such land. Increasing competition could result in price and supply volatility, which could cause our business to suffer.

4. The success of our residential property business is dependent on our ability to anticipate and respond to consumer requirements.

The growing disposable income of India's middle and upper income classes, together with changes in lifestyle, has resulted in a substantial change in the nature of their demands. Increasingly, consumers are seeking better housing and better amenities in new residential developments. Our focus on the development of high quality luxury residential accommodation requires us to satisfy these demanding consumer expectations. The sorts of

amenities now demanded by consumers include those that have historically been uncommon in India's residential real estate market such as 24- hour electricity and running water and amenities such as parking, gardens, playgrounds, swimming pools, fitness centers, tennis courts and golf courses. If we fail to anticipate and respond to consumer requirements, we could lose potential clients to competitors, which in turn could adversely affect our business and prospects.

5. The success of our commercial real estate business is dependent on the willingness and ability of corporate customers to pay rent or purchase prices at suitable levels.

Our commercial real estate business will target leading Indian and multinational companies and financial institutions. Our growth and success will therefore depend on the provision of high quality office space to attract and retain clients who are willing and able to pay rent or purchase prices at suitable levels, and on our ability to anticipate the future needs and expansion plans of these clients. We will incur significant costs for the integration of modern fittings, contemporary architecture and landscaping. Further, the telecommunications, broadband and wireless systems that our clients require involve additional costs associated with installation and maintenance by third parties. In addition, our commercial customers may choose to acquire or develop their own commercial facilities, which may reduce the demand for our commercial properties from these customers. In addition, if the industries in which our future format base were to experience a slowdown or if companies in these industries were to scale down their operations this would have an adverse effect on our business.

6. The success of our retail strategy depends on our ability to build malls in appropriate locations and attract suitable retailers and customers.

The success of our retail real estate business depends on our ability to recognize and respond to the changing trends in India's retail sector. We believe that in order to draw consumers away from traditional shopping environments such as small local retail stores or markets as well as from competing malls, we need to create demand for our malls where customers can take advantage of a variety of retail options, such as large department stores, in addition to amenities such as onsite parking and cinema complexes.

Further, to help ensure our malls' success, we must secure suitable anchor tenants and other retailers as they play a key role in generating customer traffic. With the likely entry of major international retail companies into India and their establishment of competing retail operations, the need to attract and retain major anchor tenants and other retailers who can successfully compete with large international retailers will increase. A decline in retail spending or a decrease in the popularity of the retailers' businesses could cause retailers to cease operations or experience significant financial difficulties that in turn could harm our ability to continue to attract successful retailers and visitors to our malls.

7. Our projects require the services of third parties, which entails certain risks, and as we expand geographically, we will be using contractors with whom we are not familiar

Our projects require the services of third parties. These third parties include architects, engineers, contractors and suppliers of labour and materials. The timing and quality of construction of the projects we develop depends on the availability and skill of those third parties, as well as contingencies affecting them, including labour and raw material shortages and industrial action such as strikes and lockouts. We cannot assure you that skilled third parties will continue to be available at reasonable rates and in the areas in which we conduct our projects. As a result, we may be required to make additional investments or provide additional services to ensure the adequate performance and delivery of contracted services and any delay in project execution could adversely affect our profitability. Additionally, we rely on manufacturers and other suppliers and do not have direct control over the products they supply, which may adversely affect the construction quality of our developments. We have developed good working relationships with certain major contractors. As we expand geographically, we may have to use contractors with whom we are not familiar, which will increase the risk of cost overruns, construction defects and failures to meet scheduled completion dates.

8. Increased raw material costs may adversely affect our results of operations.

Our business is affected by the availability, cost and quality of the raw materials we need to construct and develop our properties. Our principal raw materials include steel and cement. The prices and supply of these and other raw materials depend on factors not under our control, including general economic conditions, competition, production levels, transportation costs and import duties. If, for any reason, our primary suppliers of raw materials should curtail or discontinue their delivery of such materials to us in the quantities we need and at prices that are competitive, our ability to meet our material requirements for our projects could be impaired, our construction schedules could be disrupted and our business could suffer.

9. Our business may suffer if we are unable to provide high quality property management services.

As part of our business, we may provide property management services to our completed residential, commercial and retail developments. These services may include, among others, book keeping, security management, building maintenance and the operation of leisure facilities such as swimming pools and fitness centers. We believe that our property management services will form an integral part of our business and will be important to the successful marketing and promotion of our property developments.

10. Our business is subject to extensive government regulation.

The real estate industry in India is heavily regulated by the central, state and local governments. Real estate developers must comply with a number of requirements mandated by Indian laws and regulations, including policies and procedures established by local authorities and designed to implement such laws and regulations. For example, we are subject to various Land Ceiling Acts which regulate the amount of land that can be held under single ownership. Additionally, in order to develop and complete a real estate project, developers must obtain various approvals, permits and licenses from the relevant administrative authorities at various stages of project development.

We may encounter major problems in obtaining the requisite approvals or licenses, may experience delays in fulfilling the conditions precedent to any required approvals and we may not be able to adapt ourselves to new laws, regulations or policies that may come into effect from time to time with respect to the real estate sector. There may also be delays on the part of administrative bodies in reviewing applications and granting approvals. If we experience material problems in obtaining or fail to obtain the requisite governmental approvals, the schedule of development and sale or letting of our projects could be substantially disrupted. Although we believe that our projects are in material compliance with applicable laws and regulations, regulatory authorities may allege non-compliance and may subject us to regulatory action in the future, including penalties, seizure of land and other civil or criminal proceedings.

11. Environmental problems could adversely affect our projects.

We are required to conduct an environmental assessment for most of our projects before receiving regulatory approval for these projects. These environmental assessments may reveal material environmental problems, which could result in our not obtaining the required approvals. Additionally, if environmental problems are discovered during or after the development of a project, we may incur substantial liabilities relating to cleanup and other remedial measures and the value of the relevant properties could be adversely affected.

12. We may suffer uninsured losses

Our real estate projects could suffer physical damage from fire or other causes, resulting in losses, including loss of rent, which may not be fully compensated by insurance. In addition, there are certain types of losses, such as those due to earthquakes, floods, hurricanes, terrorism or acts of war, which may be uninsurable or are not insurable at a reasonable premium. The proceeds of any insurance claim may be insufficient to cover rebuilding costs as a result of inflation, changes in building regulations, environmental issues as well as other factors. Should an uninsured loss or a loss in excess of insured limits occur, we would lose the capital invested in and the anticipated revenue from the affected property. We would also remain liable for any debt or other financial obligation related to that property. We cannot assure you that material losses in excess of insurance proceeds will not occur in the future.

13. There could be unscheduled delays and cost overruns in relation to our projects.



We cannot assure you that we will be able to complete our projects within our budgets and time schedules. This could adversely affect our financial condition and results of operations. There could be unscheduled delays and cost overruns in relation to our projects due to, among other things:

- unanticipated increases in the cost of construction materials, fuel, labour or other inputs;
- unforeseen construction conditions, including the inability to obtain requisite environmental and other approvals, resulting in delays and increased costs;
- delays caused by weather conditions; and
- suppliers or contractors failures to perform.

We operate in a labour-intensive industry. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, we may be subject to industrial unrest, slowdowns and increased wage costs, and our business may be adversely affected.

14. We have entered into joint development agreements and similar agreements with third parties to acquire land or development rights which may entail certain risks.

We have entered into development agreements, collaboration agreements and similar arrangements with third parties for the construction and development of some of our projects.

We engage in certain projects by entering into development agreements or collaboration agreements with third parties that own title to land or are in the process of obtaining title to land and we, by virtue of such agreement, acquire development rights to the land. The development rights in respect of certain of our projects are subject to certain conditions. Parties granting us development rights may have litigation pending with respect to the land they own or may not have clear ownership or title to such land. If such irregularities exist in respect of land over which we have development rights, we may not be able to develop such land, which could have an adverse effect on our financial condition and results of operations. Moreover, the development agreements and collaboration agreements that we enter into or the leases in respect of leasehold lands may impose certain liabilities and obligations on us and the land-owners or may be subject to fulfillment of certain conditions. For instance, in some cases the land-owner is required to obtain the necessary legal and regulatory approvals for the execution of the project. Some of our subsidiaries may have minority shareholders and we may not be able to obtain consent of other shareholders.

We may enter into joint ventures and other arrangements with third parties for the joint development of our projects in the future. For this purpose, we may be required to enter into agreements or other arrangements with third parties. The terms of some of these agreements may require us and our joint venture partner to take the responsibility for different aspects of the project. For instance, we may be required to obtain the regulatory approvals for the project while our joint venture partner may be required to incur certain costs related to development of the project. In the event that any of the conditions to which we are subject pursuant to the joint development agreements are not satisfied, the land may not become available to us for development.

The success of these projects depends significantly on the satisfactory performance by our joint development partners and our joint venture partners, in the event that we enter into any joint venture arrangements and the fulfillment of their obligations. If these entities fail to perform their obligations satisfactorily, we may be required to make additional investments or become liable or responsible for the obligations of these entities in the project, which could result in reduced profits or, in some cases, significant losses and a diversion of our management's attention. In addition, if we enter into joint venture arrangements, we or our joint venture partner may be unable to successfully complete the construction, development, marketing or sale of the intended project on schedule, at the intended cost or at all. Further, the inability of a joint development or joint venture partner to continue with a project due to financial or legal difficulties could mean that we would bear increased, or possibly sole, responsibility for the development of the relevant project. This may have a material adverse effect on our business, financial condition and results of operations.

EXTERNAL RISK FACTOR

1. Our operations are sensitive to weather conditions.

We have business activities that could be materially and adversely affected by severe weather. Severe weather conditions may require us to evacuate personnel or curtail services and may result in damage to a portion of our fleet of equipment or to our facilities, resulting in the suspension of operations, and may further prevent us from delivering materials to our project sites in accordance with contract schedules or generally reduce our productivity. Our operations are also adversely affected by difficult working conditions and extremely high temperatures during summer months and during monsoon, which restrict our ability to carry on construction activities and fully utilize our resources.

2. Natural calamities could have a negative impact on the Indian economy and cause our business to suffer.

India has experienced natural calamities such as earthquakes, a tsunami, floods and drought in the past few years. Natural calamities could have a negative impact on the Indian economy and may cause suspension, delays or damage to our current projects and operations, which may adversely affect our business and our results of operations.

3. A slowdown in economic growth in India could cause our business to suffer.

Our performance and growth are dependent on the health of the Indian economy. The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalisation policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. Any slowdown in the Indian economy may adversely impact our business and financial performance and the price of our Shares.

The Indian securities markets are smaller than securities markets in more developed economies. Indian stock exchanges have in the past experienced substantial fluctuations in the prices of listed securities. These exchanges have also experienced problems that have affected the market price and liquidity of the securities of Indian companies, such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Shares could be adversely affected.

4. Sudden substantial sales by shareholders could cause the price of equity shares to decline

As there is no lock-in provision on the equity shares after listing, sale of substantial number of equity shares could lead to fall in market prices of the equity shares.

5. We are subject to extensive regulation by SEBI, Stock Exchanges, RBI and other market regulators in India. New laws/rules and changes in any law and application of current laws/rules could affect our manner of operations and profitability.

6. Terrorist attacks and other acts of violence or war involving India and other countries could adversely affect the financial markets, resulting in a loss of business confidence and adversely affect the business, results of operations and financial condition

Terrorist attacks and other acts of violence or war, including those involving India or other countries and other such acts, could adversely affect Indian and worldwide financial markets. Such acts may also result in a loss of business confidence and have other consequences that could adversely affect our business, results of operations and financial condition. Increase volatility in the financial markets can have an adverse impact on the economy of India and other countries including economic recession.

After this listing, the prices of the Company's equity shares may be volatile, or an active trading market for the Company's equity shares may not develop.

There has been no public market for the Company's equity shares till now and the prices of the Company's equity shares may fluctuate after this listing. There can be no assurance that an active trading market for the equity shares will develop or be sustained after this listing. The Company's share price could be volatile.

7. A reduction in the availability of credit to consumers or the withdrawal of tax benefits available to consumers could adversely affect the Indian real estate market.

A large number of our customers, especially buyers of residential properties finance their purchases by raising loans from various banks and other means. The availing of home loans for residential properties has become particularly attractive due to income tax benefits and high disposable income. The ready availability of housing loans and low interest rates on those loans has helped to boost the most recent growth in the Indian real estate market. Additionally, income tax benefits, such as tax exemptions on the repayment of loans and interest payments, have also helped to boost the most recent growth in the Indian real estate market.

A rise in interest rates, or the withdrawal of income tax benefits, could adversely affect the ability of our customers to finance the purchase of their residential properties and may consequently adversely affect the demand for housing and ultimately the demand for our properties. Increases in the amount of capital that a bank must set aside against property loans, increases of credit reserve ratios and changes in interest rates by the RBI negatively impact housing loans originated by banks and housing finance companies. Additionally, the RBI or the Government of India may take further steps to reduce, directly or indirectly, the credit to the real estate sector, which may adversely affect the availability of housing loans at attractive rates.

8. After this listing, the prices of the Company's equity shares may be volatile, or an active trading market for the Company's equity shares may not develop.

There has been no public market for the Company's equity shares till now and the prices of the Company's equity shares may fluctuate after this listing. There can be no assurance that an active trading market for the equity shares will develop or be sustained after this listing. The Company's share price could be volatile.

9. Inadequate health and safety precautions may affect our Company.

In developing countries, such as India, the health and safety standards on construction sites may not be applied as stringently as in industrialised countries. Construction companies in India are however still subject to various health and safety laws and regulations as well as laws and regulations governing its relationship with its employees in areas such as minimum wages, maximum working hours, overtime, working conditions, hiring and terminating employees, contract labour and work permits. Accidents and, in particular, fatalities may have an adverse impact on our reputation and may result in fines and/or investigations by public authorities as well as litigation from injured workers or their dependants.

10. Corrupt practices or improper conduct may delay the development of a project and affect our results of operations.

The real estate development and construction industries are not immune to the risks of corrupt practices. Large construction projects in all parts of the world provide opportunities for corruption. Such corruption may include bribery, deliberate poor workmanship or the deliberate supply of low quality materials. If we, or any other person involved in any of the projects is the victim of or involved in any such corruption, our ability to complete the relevant projects as planned may be disrupted thereby materially affecting the business, financial condition and results of operations of our Company.

SECTION – 3 SUMMARY

GENERAL INFORMATION

Our Company was originally incorporated on January 14, 2008 in Kolkata as a private limited company in the name and style of Slick Properties Private Limited under the Companies Act, 1956 with the Registrar of Companies, West Bengal. With effect from June 25, 2009, our Company became a public limited company and the name of the Company was changed to Slick Properties Limited and subsequently changed to Emami Infrastructure Limited with effect from July 01, 2009.

Registered & Corporate Office of the Company:

Emami Infrastructure Limited
Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata-700 107
Tel:+91-33-66136210
Fax:+91-33-6613 6249
E-mail: emamiinfra@emamigroup.com
Website: www.emamigroup.com

Corporate Identification Number: U45400WB2008PLC121426

Address of the Registrar of Companies

Nizam Palace, II Mso Building, 3rd Floor,
234/4 A.J.C. Bose Road,
Kolkata-700020

Authority of Listing

The Hon'ble High Court of Calcutta, vide its order dated November 17, 2009 has approved the Scheme of Arrangement between Emami Limited (hereinafter referred to as "EMAMI"), Zandu Realty Limited (formerly The Zandu Pharmaceutical Works Limited) (hereinafter referred to as "ZANDU"), Emami Infrastructure Limited (hereinafter referred to as "EIL") and their respective shareholders for transfer of ZANDU FMCG undertaking into EMAMI and simultaneously demerger and transfer of the EMAMI Realty undertaking including the investment of EMAMI in ZANDU (representing the value of ZANDU Non-core undertaking) into EIL. For more details relating to the scheme of arrangement please refer to the Section titled "**Salient Features of the Scheme**". In accordance with the Scheme, entire Realty undertaking of the EMAMI shall stand transferred to and vested with EIL, w.e.f. November 05, 2008 (the appointed date under the Scheme) pursuant to Section 391 to 394 of the Companies Act, 1956. In accordance with the said scheme, the Equity shares of the Company to be issued pursuant to the Scheme as well as its existing shares shall be listed and admitted to trading on Bombay Stock Exchange Limited (BSE), and the National Stock Exchange of India Limited (NSE) and The Calcutta Stock Exchange Limited (CSE). Such listing and admission for trading is not automatic and will be subject to fulfillment by the Company of listing criteria of BSE, NSE and CSE for such issues and also subject to such other terms and conditions as may be prescribed by BSE, NSE and CSE at the time of the application by the Company seeking listing.

Eligibility Criterion

There being no initial public offering or rights issue, the eligibility criteria of SEBI (ICDR) Regulations 2009 do not become applicable. However, SEBI has vide its letter No. SEBI/CFD/SCRR/01/2009/03/09 dated September 3, 2009, the Application under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 for relaxing strict enforcement of clause (b) to sub-rule (2) of rule 19 thereof. The Company has submitted its Information Memorandum, containing information about itself, making disclosure in line with the disclosure requirement for public issues, as applicable to BSE, NSE and CES for making the said Information Memorandum available to public through their websites viz. www.bseindia.com, www.nseindia.com and www.cse.com. The Company has made the said Information Memorandum available on its website viz www.emamigroup.com. The Company will publish an advertisement in the news papers containing its details in line with the details required as per the above mentioned circular. The advertisement will draw specific reference to the availability of this Information Memorandum on its website.

Prohibition by SEBI

The Company, its Directors, its promoters, other Companies promoted by the promoters and companies with which the Company's directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

General Disclaimer from the Company

The Company accepts no responsibility for statement made otherwise than in the Information Memorandum or in the advertisements to be published in terms of SEBI Circular SEBI/CFD/SCRR/01/2009/03/09 or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by the Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

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E-mail: mdpl@cal.vsnl.net.in
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Contact Person : S. Raja Gopal

INDUSTRY STRUCTURE & BUSINESS

The information in this section is derived from various publicly available sources, government publications and other industry sources. This information has not been independently verified by us, Book Running Lead Manager, or their respective legal or financial advisors, and no representation is made as to the accuracy of this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information.

Industry Overview

The Indian economy

India is the second most populous country and the most populous democracy in the world with a total population of 1.147 billion as of August 2009 (Source: <http://populationcommission.nic.in/>). With a GDP of approximately US\$3,267 billion in 2008, India is the fourth largest economy in the world only after United States of America, China and Japan. Indian economy has been witnessing a phenomenal growth since the last decade. The country is still holding its ground in the midst of the current global financial crisis. The following table sets forth the key indicators of the Indian economy for the past five fiscal years.

(Annual percentage change, except for foreign exchange reserves)

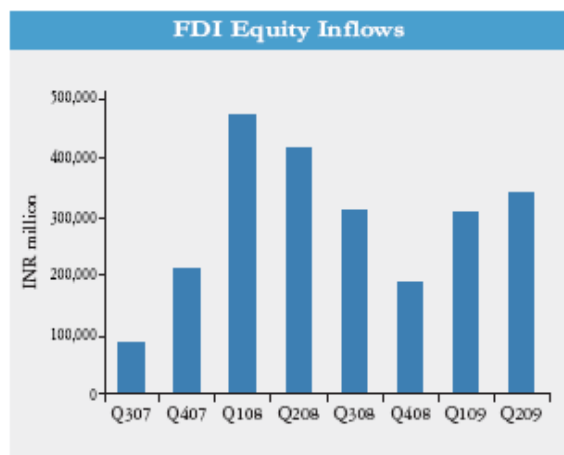
	As at and for the year ended March 31				
	2005	2006	2007	2008	2009
GDP growth	7.5	9.5	9.7	9.0	6.7
Index of Industrial Production	8.4	8.2	11.6	8.5	2.6
Inflation - Wholesale Price Index	6.5	4.4	5.4	4.7	8.4
Foreign Exchange Reserves (in US\$ bn)	141.5	151.6	199.2	309.7	252.0 [§]

(2) § As of March 31, 2009

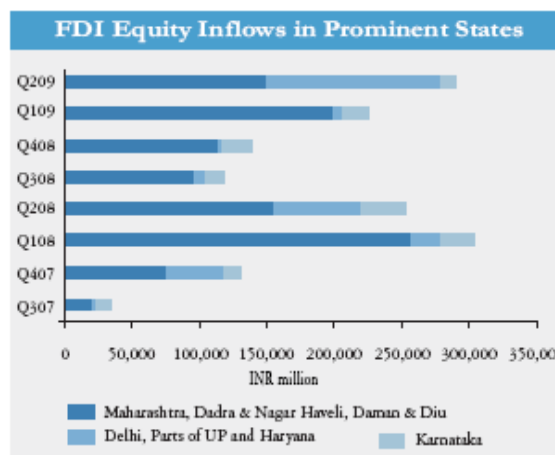
(Source: Economic Survey 2008-2009, RBI, Central Statistical Organization, Ministry of Statistics and Programme Implementation)

The Indian economy posted an average growth rate of more than 7% in the decade since 1997. India achieved 9.5% GDP growth in 2006, 9.7% in 2007, and 9.0% in 2008 registering an average growth rate of over 9%. The rapid growth of the economy from 2003-04 to 2007-08 made India an attractive destination for foreign capital inflows and net capital inflows that were 1.9 per cent of GDP in 2000-01 increased to 9.2 per cent in 2007-08. However, the economic growth decelerated in 2008-09 to 6.7% owing to the world wide economic slowdown and the advance estimates of the Central Statistical Organization released in February 2009 have placed the real GDP growth for 2008-09 at 7.1% which is 2% decline from the average growth rate registered over the previous three years. (Source: <http://indiabudget.nic.in/>) According to the Economic Survey 2007-2008, per capita private final consumption expenditure increased in line with per capita income during this period. The growth of per capita consumption accelerated from an average of 2.2% per year during the 12 years from 1980-81 to 1991-92 to 2.6% per year during the next 11 years following the reforms of the 1990s. The growth rate has almost doubled to 5.1% per year during the subsequent five years from 2003-04 to 2007-08, with the current year's growth expected to be 5.3%, marginally higher than the five-year average. (Source: Economic Survey 2007-08) The year 2008-09 closed with the industrial growth at only 2.4 per cent as per the Index of Industrial Production (IIP) as compared to 8.5 per cent in 2007-2008. The industrial sector witnessed a sharp slowdown during 2008-09 as a consequence of the global economic crisis. Despite the economic slowdown, the resilience of Indian enterprise accounted for investment remaining relatively buoyant, growing at a rate higher than that of GDP. The ratio of fixed investment to GDP consequently increased to 32.2 per cent of GDP in 2008-09 from 31.6 per cent in 2007-08. (Source: <http://indiabudget.nic.in/>)

Despite the global slowdown, the overall FDI equity inflow has gained some momentum in the last two quarters accruing to a total of INR 646,600 million from January 2009 - August 2009. There was also an increase of nearly 28% in the FDI inflows since the second half of 2008. Fiscal stimulus packages and increased regulations/policies to improve the economy have had a positive impact on the FDI inflow too. Maharashtra continues to be most the attractive investment location for Institutional Investors. This location attracted a cumulative FDI inflow of INR 563,721 million from third quarter of 2008 – second quarter of 2009 with a steep hike in January 2009 (Source: Cushman and Wakefield, "Survival to Revival - Indian real estate industry on the path to recovery").



Source : Department of Industrial Policy & Promotion and Cushman & Wakefield Research



Source : Department of Industrial Policy & Promotion and Cushman & Wakefield Research

Foreign institutional investors (FIIs) turned net buyers in the Indian market in 2009. With the direct investment inflows remaining strong, official expectations indicate that foreign direct investment (FDI) inflows in 2009 would better the realized inflows of US\$ 33 billion in 2008. According to the Asian Development Bank's Asia Capital Markets Monitor' report, the Indian equity market has emerged as the third biggest after China and Hong Kong in the emerging Asian region, with a market capitalisation of nearly US\$ 600 billion. (Source: "Indian Economy Overview", India Brand Equity Foundation, www.ibef.org). The Indian economy is believed to have shock absorbers that will facilitate early revival of growth. First, the banks are financially sound and well capitalized. The foreign exchange reserves position remains comfortable and the external debt position has been within the comfort zone.

The Indian real estate sector The real estate business primarily involves the purchase, sale and development of land, residential and non-residential buildings. Real estate sector includes residential housing, commercial space, retail outlets, trading spaces such as theatres, hotels and restaurants, industrial buildings such as factories and government buildings. Almost 80% of real estate developed in India is residential space, the rest comprising of offices, shopping malls, hotels and hospitals. (Source: India Brand Equity Foundation, www.ibef.org "Industry – Real estate") The real estate sector occupies a significant place in the Indian economy. Being the second largest employer next only to agriculture, the real estate sector is an engine of the nation's growth. The Real Estate Industry has significant linkages with several other sectors of the economy and over 250 associated industries. Therefore, the real estate sector is also responsible for the development of over 250 ancillary industries such as cement, steel, paints, etc. A study by rating agency ICRA Limited shows that the construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy. Almost 5% of the country's GDP is contributed by the housing sector and in the next five years, this contribution is expected to rise to 6%. According to industry players in the real estate industry, housing accounts for 4.5% of GDP with urban housing accounting for 3.13%. (Source: India Brand Equity Foundation, www.ibef.org "Industry – Real estate")

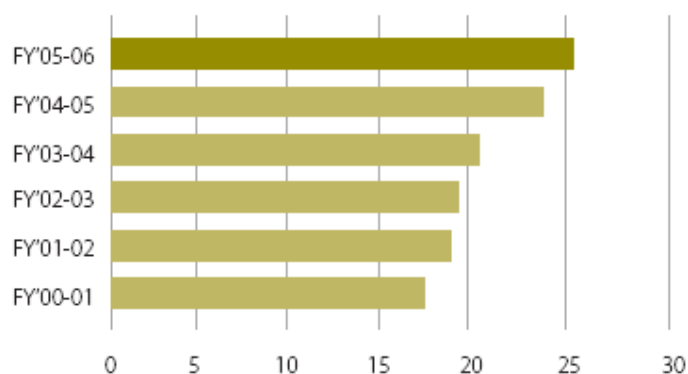
Historically, the real estate sector in India was unorganised and characterised by various factors that impeded organised dealing, such as the absence of a centralised title registry providing title guarantee, a lack of uniformity in local laws and their application, non-availability of bank financing, high interest rates and transfer taxes and the lack of transparency in transaction values. In recent years however, the real estate sector in India has exhibited a trend towards greater organisation and transparency through various regulatory reforms including:

- the support of the Government of India for the repeal of the Urban Land Ceiling Act, with fourteen state governments having already repealed the Act which includes Maharashtra, Gujarat, Karnataka, Uttar Pradesh, Chandigarh and Delhi;
- modifications in the Rent Control Act to provide greater protection to homeowners wishing to rent out their properties;
- rationalisation of property taxes in a numbers of states;
- permitting 100 per cent FDI in realty projects through the automatic route;

- steps to reduce the time taken to develop SEZs by simplifying the procedures involved in getting tax-free industrial enclaves notified; and
- the proposed computerisation of land records;
- Deduction of 100% of the profit derived from developing and building housing projects allowed under sub-section (10) of section 80 – IB of Income Tax Act, 1961. The deduction is available for all housing projects that commenced on or after October 1, 1998 and gets completed within four years from the financial year in which the housing project is approved by the local authority.
- Integrated township policies initiated by state governments to encourage development of large integrated projects by granting various incentives like a 50% exemption from stamp duties.
- Launch of the Software Technology Park [STP] Scheme which is a 100% export oriented scheme for undertaking software development for export. Under the STP scheme there is a single window clearance mechanism for all approvals. A STP project can be set up anywhere in India and 100% foreign equity is also permitted.
- extension of STP scheme under the Finance Budget 2009-10 till March 31, 2011, thereby providing developers' encouragement to incur more on STP/IT infrastructure;
- notification dated August 13, 1998 under the Customs Act, 1962 granting exemption from customs duty to import of infrastructural equipments for being used in manufacture of software to be exported under the STP scheme; and
- fiscal and non-fiscal benefits granted under the IT & ITes Policy, 2003 and 2009 including eligibility of claiming 2 FSI on payment of applicable premium.

The per capita disposable income has grown manifold in the past one decade. Robust economic growth, particularly in the service sector has led to an increase in income levels in the country. This has increased the affordability of homes in spite of higher property prices and has further created more discerning buyers.

Rising Disposable Income (Per Capita Net Disposable Income)

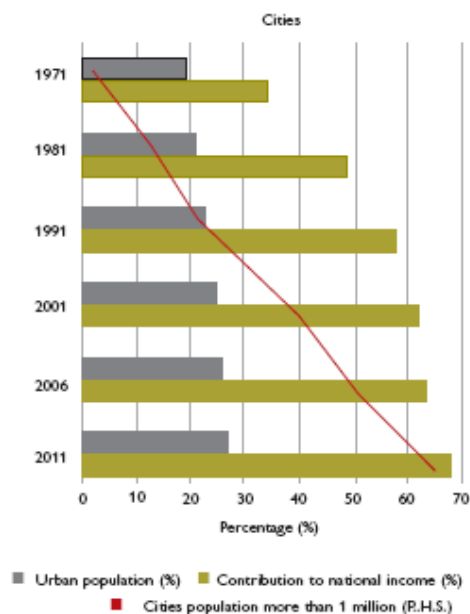


Source: India Brand Equity Foundation, www.ibef.org

The Tenth Five-Year Plan estimated a shortage of 22.4 million dwelling units. Thus, over the next 10 to 15 years, 80 to 90 million housing dwelling units will have to be constructed with a majority of them catering to middle and lower income groups. The investment required for constructing the houses and related infrastructure in this period has been estimated to be to the order of US \$ 666 billion at roughly US \$ 33 billion to US \$ 44 billion per year. (Source: <http://www.ficci.com/>)

One of the most significant drivers of the growing real estate sector is the increasing urbanization and rapid growth of the urban population which results in increasing demand for urban housing and infrastructure.

Rising Urbanisation in India



Source: National Institute of Urban Affairs, UNDP, India Brand Equity Foundation research, www.ibef.org

Government Initiatives The Government of India has introduced many progressive reform measures to unlock the potential of the sector and also meet increasing demand levels. According to the Foreign Investment Promotion Board (FIPB), the government body responsible for clearing investment proposals, foreign investors in Indian real estate cannot sell their stakes to another foreign investor before three years. With this, FIPB has overruled a provision in foreign direct investment (FDI) policy that exempts foreign players from the rule in cases where fund transfer is from one non-resident to another. In a cross-border joint venture in real estate, the foreign partner should bring in a minimum capital of US \$5 million. The funds would have to be brought in within six months of commencement of business and the original investment cannot be repatriated before a period of three years from the completion of minimum capitalization. This has been interpreted in such a way that funds above the minimum capital requirement could be repatriated within the three-year lock in period. Real estate developers now want to restrict this as the sector got badly hit by the economic slowdown and drying up of sources of foreign capital. However, the commerce ministry is concerned that such a measure could be counter-productive. The government wants to keep the foreign investment policy as flexible as possible since the country now needs foreign capital to sustain the growth momentum. Therefore, no decision has been taken on this proposal and status quo continues. The following initiatives by the Government have provided impetus to real estate sector growth:

- Under Press Note 2, 100% FDI is allowed in realty projects through the automatic route.
- In case of integrated townships, the minimum area to be developed has been brought down to 25 acres from 100 acres.
- Urban Land (Ceiling and Regulation) Act, 1976 (ULCRA) repealed by increasingly larger number of states.
- Enactment of the Special Economic Zones Act.
- Minimum capital investment for wholly-owned subsidiaries and joint ventures stands at US\$ 10 million and US\$ 5 million, respectively.
- Full repatriation of original investment after three years.
- RBI vide circular No. RBI/ 2009-10/151 DBOD.BP.BC.No. 42/08.12.015/2009-10 dated September 9, 2009 has laid down guidelines on classification of exposure as Commercial Real Estate (CRE) Exposure and has allowed relaxation for real estate exposure in following ways:

- o In those cases where there are arrangements to insulate the lease rentals from the volatility in the real estate prices by way of lease agreements for periods not shorter than that of the loan and there is no clause which allows downward adjustment in the lease rentals, such cases need not be as CRE from the time such conditions get fulfilled;
- o Where SEZ is developed by the single company entirely or mainly for its use. In such cases the repayment will depend on cash flows generated by the economic activities of the units in the SEZ and the general cash flows of the company rather than the level of real estate prices, it will not be classified as Commercial Real Estate Exposure; and
- In case where there are co-developer of SEZ ,who only undertakes specific jobs such as provision of sewerage, electrical lines etc and if their repayment is not dependent on the cash flows generated by the CRE asset and repayment will be made by main developer based on work in progress, such exposure will not be classified as CRE.

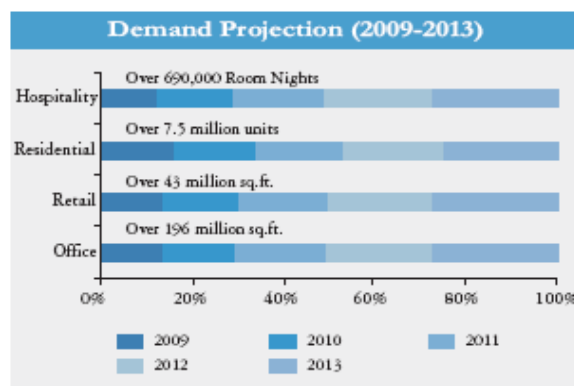
Besides the above measures, the government has recently announced an economic stimulus package keeping in mind the impact of the global slowdown on the Indian real estate sector.

Public sector banks and private sector banks have announced packages for home loan borrowers in various categories. Though home loan rates have increased by almost 200 basis points in the past two years they are still 45 per cent cheaper than what they were in March 2001. (Source: India Brand Equity Foundation, www.ibef.org)

Several state governments have taken initiatives for creating guidelines for development of integrated townships. Such a policy is intended to address the need to decongest the city centers and create urban models for sustainable growth. State Governments of Rajasthan, Gujarat and Maharashtra have released integrated township policy/ housing policies and many other states are in process of developing new policies for ‘integrated townships’. (Source: India Brand Equity Foundation, www.ibef.org)

Key segments of the real estate industry

According to Cushman & Wakefield research estimates, the pan-India demand for hospitality and residential segments are likely to be over 690,000 room nights and 7.5 million units, respectively and the forecasts for pan-India commercial office space demand for the period 2009-2013 stands at approximately 196 million sq.ft., while retail space demand for the same period across India is estimated to be about 43 million sq.ft. (Source: Cushman and Wakefield, “Survival to Revival - Indian real estate industry on the path to recovery”)



Residential segment

The growth in the residential real estate market in India has been largely driven by rising disposable incomes, a rapidly growing middle class, low interest rates, fiscal incentives on both interest and principal payments for housing loans and heightened customer expectations as well as increased urbanization and nuclearisation.

The pan India residential demand is estimated to be over 7.5 million units by 2013 across all categories including Economically Weaker Sections (EWS), affordable, mid and luxury segments. The residential demand for top seven cities is estimated to be 4.5 million units by 2013. Of the total expected demand across India, 43% is likely to be generated in tier 1 cities, i.e., Bengaluru, Mumbai and NCR. Mumbai is likely to witness the highest cumulative demand of 1.6 million units by 2013 due to various development projects and increasing urbanization in the city. Hyderabad and Bengaluru are likely to have the highest compounded annual growth of 14% in the next five years. The affordable and mid segment category, likely to constitute 85% of the total residential demand, will be the primary focus of most developers. (Source: Cushman and Wakefield, "Survival to Revival - Indian real estate industry on the path to recovery")



Source : Cushman & Wakefield Research



Source : Cushman & Wakefield Research

There has been rapid growth in the high-rise apartments segment due to lack of space in cities such as Mumbai, Pune and Bengaluru. Pune was recently granted permission to construct high-rises (upto 100 mtrs) by the local authority. The high-rise culture is gradually seeping into other cities such as Kolkata, Hyderabad and Chennai due to increasing affordability, nearness to IT or BPO parks and the township concept of being embraced within close proximity to such IT and BPO parks.

Driven by increasing urbanisation, rising incomes and decreasing household sizes, the residential segment in India has been on an upswing over the past few years. In terms of value, the residential property market constitutes almost 75% of the real estate market in India. The Working Committee of the Eleventh Five Year Plan (2007-12) of India has concluded that the total shortage of dwelling units at the beginning of Eleventh Plan Period i.e. 2007 was 24.7 million. (Source: India Brand Equity Foundaton, www.ibef.org)

The key growth drivers in the residential segment are: (Source: India Brand Equity Foundaton, www.ibef.org)

- Rapid urbanisation: Urban population expected to touch 590 million by 2030.
- Decreasing household size: Average increase in number of nuclear families estimated to be over 300 million (middle class population).
- Number of rich household growing at a compound annual growth rate ("CAGR") of 21%.
- Increasing working age population (almost 64% in 16-64 age group).
- Increasing income levels: per capita GDP increased by 66% in last five years

Middle income housing projects as envisaged by industry experts is gaining visibility. In order to meet the demand for affordable housing, the Confederation of Real Estate Developers Association of India (CREDAI) has even proposed a concept of Special Residential Zones (SRZ) as a solution. An SRZ is a notified geographical region that is free of domestic taxes, levies and duties, with special development rules to promote large-scale, greenfield

affordable housing projects. The SRZ is expected to have a prescribed minimum number of dwellings of specific sizes with adequate social infrastructure, including schools and medical facilities. On the larger residential front, tie-ups are taking place amongst developers and venture capital funds for development of townships, where project costs are equally shared. Redevelopment of properties has also become lucrative, where developers acquire lands or dilapidated buildings and convert them into premium residential properties. However, this process is mainly limited to Mumbai, where the state government is aggressively pursuing the re-development of such buildings. A large number of developers are keenly participating in such projects in anticipation of high returns. In view of the fact that 50% of the population of India is expected to be living in urban areas by 2041, it is necessary to develop more integrated townships in the cities. *Commercial segment* The commercial real estate market in India has evolved in response to a number of changes in the business environment. Commercial real estate demand is essentially driven by the performance of the economy, infrastructure developments and State-level policies to encourage investment. The key growth drivers in the commercial real estate sector are:

- Growth in the IT/ITES sectors: The primary growth driver of commercial real estate is the IT/ITES sector. Further according to NASSCOM estimates, India's IT/ITES industry is expected to grow to US\$ 148 billion by 2012.
- Growth in knowledge and technology intensive sectors: Several other sectors such as financial services, biotechnology, telecom, pharma, insurance, and consulting businesses are witnessing growth and have added to the demand.
- Significant growth in FDI: Progressive liberalisation and easing of FDI norms in India across various sectors have paved the way for growth in FDI. This has further led to burgeoning demand for office space from multinational companies and other foreign investors

Large space requirements by the IT/ ITES sector have led to real estate growth spreading beyond the central business district to the suburban and peripheral locations of major cities. Further, a strong domestic economy together with aggressive corporate expansion plans led to healthy demand from sectors such as banking, financial services and insurance (BFSI), as well as media and entertainment.

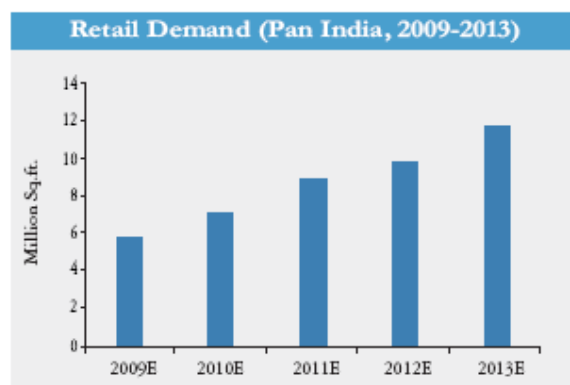
The pan India demand for office space is estimated to be 196 million sq. ft. by 2013, with seven major cities accounting for approximately 80% of the total demand. Hyderabad, Pune and Kolkata are expected to witness the highest compounded annual growth of approximately 28% during 2009-2013, highlighting the growing prominence of tier 2 cities in the India growth story. However, Bengaluru is likely to have the highest cumulative demand of 34 million sq. ft. through the period under consideration, followed by Chennai, owing to renewed interest from the corporate sector, post the economic crisis. Established commercial centres, however, are expected to remain slower in growth than their tier 2 counterparts. Cumulative demand among the tier 1 cities of Mumbai, NCR and Bengaluru will account for 42% of total demand, with Mumbai and NCR accounting for 24 and 25 million sq.ft. of office space demand through 2009-2013, respectively. (Source: Cushman and Wakefield, "Survival to Revival - Indian real estate industry on the path to recovery")



Over the medium term, the further liberalization of the economy is expected to lead to a broader occupier base. The supply of commercial office space is expected to remain concentrated in the suburban areas and in the form of IT Parks and integrated campuses. A large supply of commercial space is also expected from SEZs over the next few years. (Source: India Brand Equity Foundation, www.ibef.org). SEZs are specifically delineated duty free enclaves

deemed to be foreign territories for the purposes of Indian custom controls, duties and tariffs. There are three main types of SEZs: integrated SEZs, which may consist of a number of industries; services SEZs, which may operate across a range of defined services; and sector specific SEZs, which focus on one particular industry line. SEZs, by virtue of their size, are expected to be a significant new source of real estate demand. As of November 18, 2008, there were 531 SEZs approved and 270 SEZs notified that cover a total area of 31,405 ha across India. 270 notified SEZs have already invested Rs. 834.5 billion on infrastructural facilities and directly employed approximately 110,000 people as of September 2008. (Source: Ministry of Commerce and Industry – Department of Commerce) The majority of investments in SEZs are expected to come from the private sector. *Retail segment* The Indian retail industry is witnessing a structural change with individual small format stores making way for large format shopping malls and hyper-markets. On the policy front, the partial relaxation in FDI regulation (51% FDI in single brand retailing) has provided a boost to the retail segment. Presently the top seven cities of India account for a dominant share in mall space. (Source: India Brand Equity Foundation, www.ibef.org) The key growth drivers in the retail segment are: (Source: India Brand Equity Foundation, www.ibef.org)

- **Rising Consumerism:** With growth in India's economy over the past two decades, the spending power of Indians has also increased manifold. Real average household disposable income has roughly doubled since 1985. The combination of rapidly rising household incomes and a growing middle-income population has led to a significant increase in overall consumer spending which in turn has been driving the growth of the Indian retail industry.
- **Growth in organised retailing:** Retailing in India is witnessing a huge makeover.
- **Entry of international retailers into India:** India is attracting large international retailers to its doorstep. Many international retailers are already present in the country primarily through the franchisee route and are actively considering expansion. Besides several other large retailers are planning to enter the country.
- **Entry of Indian corporates in retail industry:** Several Indian corporates including Reliance, Bharati, Tata amongst others have diversified into the retail segment.
- **Concept of specialised malls gaining popularity:** The concept of specialised malls is gaining popularity with auto malls, jewellery malls, furniture malls and electronics malls also anticipated to be part of the sector in the future. Many developers are further setting up mixed-use projects offering hotels, amusement facilities and commercial space.



Source : Cushman & Wakefield Research



Source: Cushman & Wakefield Research

Cumulative retail demand across India is estimated to be 43 million sq.ft. by 2013 of which demand in the top seven cities is estimated to be nearly 34.6 million sq.ft. The demand is expected to be concentrated in the tier 1 cities constituting nearly 46% of the total estimated pan India demand during the period under consideration. Pune is expected to record the highest compounded annual growth of 51% due to the current limited stock of operational malls and favourable demographic profile which cites potential for the growth of organised retail segment within the city. Bengaluru, Mumbai and NCR are all expected to see the highest demand, together comprising approximately 20 million sq.ft. The anticipated increase in the share of organised retail is expected to grow from 5% to 15.5% by 2016, according to the Investment Commission of India, highlighting the potential for retailers to expand pan India. (Source: Cushman and Wakefield, "Survival to Revival - Indian real estate industry on the path to recovery") Several policy initiatives (51% FDI in single brand retailing) and ongoing policy debate to allow 100% FDI in organized retailing (in both single and multiple brands) also hold promise for the Indian retail industry. We believe that the organised retail sector can attain a higher annual growth rate and it is expected to contribute 10% of total sales by 2010. Several national and international corporates have either made a foray into the retail segment or firmed up plans to enter the retail segment. (Source: India Brand Equity Foundation, www.ibef.org)

Challenges prevailing in the Indian Real Estate Sector

Huge transaction costs

The real estate sector has traditionally been burdened with high transaction costs as a result of stamp duty on transfers of title to property that varies state by state. Though efforts are being made at the state level to reduce the stamp duties, they continue to be as high as 11% in certain states.

Increasing raw material prices

Construction activities are often funded by the purchaser, who makes cash advances at different stages of construction. In other words, the final amount of revenue from a project is pre-determined and the realization of this revenue is scattered across the period of construction. A significant challenge that real estate developers face is dealing with adverse movements in cost. The real estate sector is dependent on a number of components such as cement, steel, bricks, wood, sand, gravel and paints. As the revenues from sale of units are predetermined, adverse changes in the price of any raw material directly affect the profitability of the developers.

RBI's measures affecting the real estate sector

Certain measures of the RBI have detrimentally affected the real estate sector. These measures include the treatment of foreign investment coming as non-convertible, optionally convertible or partially convertible preference shares as debt which would require compliance with ECB guidelines. A change in the policy relating to external commercial borrowings ("ECB") has prohibited the utilization of ECB proceeds in the real estate sector. In this regard, the previously existing exemption in favour of integrated townships has been also been withdrawn. Further, in 2006, RBI increased the risk weightage on bank exposures to commercial real estate from 125% to 150%.

Interest rates

One of the main drivers of the growth in demand for housing units is the availability of finance for consumers and real estate developers at low rates of interest. Interest rates increased between 2004 and 2008. RBI has implemented various monetary measures to curb inflation and growth in credit to real estate. These have caused home loan interest rates to increase from 8.25% in 2004 to 8.75% in 2005 to 9.5% in 2006 to 10% in January 2007. However, interest rates have reduced recently and most leading financial institutions have recently reduced the rates which they charge on housing loans.

Lack of national reach of existing players

There are currently very few real estate companies in India who can claim to have operations throughout the country. Most real estate developers in India are regionally based and active in areas where the conditions are most familiar to them. This is due to factors such as:

- the differing tastes of customers in different regions,
- difficulties with respect to large scale land acquisition in unfamiliar locations,
- an absence of business infrastructure to market projects in new locations,
- large number of approvals which must be obtained from different authorities at various stages of construction under local laws, and
- long gestation period of projects.

Fragmented land holding

In India the land ownership is usually fragmented with multiple owners and therefore there is low availability of large contiguous land parcels with single owner. This leads to reduced availability of land with clear title.

Tax incentives

The existing tax incentives available for housing loans are one of the major factors influencing demand. These tax incentives, however, based on recommendations of various committees and panels, are likely to be withdrawn. The Kelkar Panel has recommended phasing out the income tax deduction available on the interest on housing loans for owner-occupied houses.

Time consuming approvals

Every real estate project requires approvals/no-objection certificates from multiple governmental agencies and applying and receiving of such approvals is a time consuming and circuitous procedure. This causes project delays and affects the marketability and financial viability of the project.

Business of the Company

With the objective of undertaking business of Real estate developments and related activities the company was originally incorporated as a private limited company in the name and style of Slick Properties Private Limited on January 14, 2008 under the Companies Act, 1956 as amended. The status of the Company was changed to public limited company and the name of the Company was changed to Slick Properties Limited on June 25, 2009 and subsequently the name of the Company was changed to Emami Infrastructure Limited on July 01, 2009.

The Company operations will span all aspects of real estate development, from the identification and acquisition of land, to the planning, execution and marketing of its projects through to the maintenance and management of its completed developments. In the commercial business area, the Company intention is to build and lease Commercial office space, with a focus on properties attractive to large multinational tenants. The Company intention with regard to its retail business area is to develop, manage and lease or sell shopping malls. In the residential area, the Company aims to build and sell a wide range of properties ranging from townships to high end developments targeted at the increasingly affluent sections of the Indian population.

With the growth of the Indian economy and the resulting increase in corporate and consumer incomes, as well as foreign investment, the Company believes there are significant opportunities for growth in this primary business area. The Company also intends to diversify into other real estate related business such as infrastructure construction and development of hotels.

Pursuant to the Scheme, the Company has been vested with the Real Estate Undertaking, as defined under the Scheme, comprising inter-alia equity shares in Emami Realty Limited and Zandu Realty Limited (formerly The Zandu Pharmaceuticals Works Limited) which are engaged in business in the real estate and infrastructure development sector. The Company is involved in real estate and infrastructure development through its equity shareholding in the aforesaid companies.

Details of some of the projects of the Company are as under :

IT Park, Rajarhat

The IT Park is being developed by Octagon BPO Pvt. Ltd. The IT Park is designed to suit the needs of modern IT Office space requirements and it is spread over an area of 0.64 acres of land.

IT Park, Salt Lake Sector – V

The IT Park is being developed by Delta PV Pvt. Ltd. It is in joint venture with Anand Rathi Realty Fund and CD Equi Finance Pvt. Ltd. The IT Park is designed to suit the needs of modern IT Office space requirements and it is spread over an area of 1.0 acre land. It is located in the IT Hub of West Bengal i.e., Salt Lake sector – V.

Residential complex at Kukatpally

This residential complex is being developed by Emami Constructions Pvt. Ltd. It is in joint venture with Anand Rathi Realty Fund. The project will consist of 510 residential apartments on a total of 4.46 Acre of Land.

The project is located 6 Kms from JNTU and 12 Kms from Hitech city.

Residential Complex at Prajaya

This residential complex is being developed by Prajay Urban Pvt. Ltd. This SPV is in joint venture with Prajay Syndicates Limited and Anand Rathi Realty Fund. The project will consist of 324 residential units on a 5 Acre of land.

Main Objects of the Company

1. To carry on the business to acquire by purchase, lease, exchange, hire or otherwise develop or operate land, building and hereditaments of any tenure or description including agricultural, land, mines, quarries, tea or coffee gardens, farms, gardens, orchards, groves, plantations and any estate or interest therein and any right over on connected with land and buildings so situated or to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining hotels, rooms, flats, multiplex, entertainment centres, multiplex complexes, shopping malls, houses, restaurants, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, godowns, offices, hostels, gardens, swimming pools, ply ground, buildings, work and conveniences of all kinds of leasing, hiring or disposing of the same to manage land, building and other properties whether belonging to the company or not and to collect rents and income and to supply tenants and occupiers and other refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms, electric conveniences and other advantages.
2. To carry on real estate business and construction business acquire by purchase, lease exchange, invest deal hire or otherwise act as brokers and agents, develop or operate land, buildings and hereditaments of any tenure or description and any estate or interest therein, or any right over to or connected by land buildings so situated and develop or to run the same to account as may seem expedient and in particular by preparing building sites and purchase and sale of lands and/or building and owing, buying, selling, hiring, letting, sub-letting maintaining, allotting, transferring allotment, administering, dividing and sub-dividing, holding and by construction, reconstructing, altering, improving, decorating, furnishing and maintaining hotels, rooms, inns, flats, houses, apartments, restaurants, cinema houses, markets, shops, workshops, mills, factories, ware houses, cold storages, wharves, godowns, offices, safe deposits, vault, hostels, gardens, swimming pools, playground, buildings, immovable property of any kind work and conveniences of all kinds and by leasing, hiring, letting or disposing of the same and to act as a general contractor, sub-contractors and to do any construction, manufacturing, building, road making, engineering and all other kinds and description whatsoever for any person, firm, AOP, society, company, public body, government, army, navy, railways etc., by the company itself or in partnership at will, such company or individuals or persons as may be thought fit by the directors.

OUR PROMOTERS AND THE MANAGEMENT OF THE COMPANY

Promoters

	<p>R.S. Agarwal, aged 63 years, is Chartered Accountant, Company Secretary and L.L.B. He began his career as a Senior Executive of Birla Group. In 1974, he left the job with the Birla's and started a his own venture with Shri R. S. Goenka by setting up an ayurvedic medicine and cosmetic manufacturing unit in Kolkata, which has taken the shape as one of India's largest FMCG brand. Shri Agarwal is on the Board of several Companies such as Emami Ltd., AMRI Hospitals Limited, South City Projects (Kolkata) Ltd., Rupa & Co Ltd., Merchants' Chamber of Commerce and others. He is closely associated in various capacities with many Chambers, Cultural, Charitable and Social Service Organizations and is regarded as one of the most promising industrialists in Kolkata. He is the past President of Merchants Chambers of Commerce, served as Director on the Board of West Bengal Industrial Development Corporation, past President of Aradhana Trust and Committee Member of Shree Vishudhanand Hospital & Research Institute, Nagrik Swastha Sangha and Trustee of Banshilal Janki Devi Agarwal Trust.</p> <p>Passport No.: G2514096 Voter ID No.: MFN2844694 PAN No.: AGBPA2227J Bank Name : Kotak Mahindra Bank Limited Account No. 03230020001345</p>
	<p>R.S. Goenka, aged 62 years, is a Master of Commerce and LL.B, He started his career in the year 1970 with Birla Group of Industries. In the year 1974, he left the service of Birlas and started a Joint venture with Shri R. S. Agarwal by setting up an ayurvedic medicine and cosmetics manufacturing unit in Kolkata, which has now become one of India's largest FMCG brand. Shri Goenka is on the Board of several Companies such as Emami Ltd., AMRI Hospitals Limited, South City Projects (Kolkata) Ltd., Merchants' Chamber of Commerce, etc. He was the Honorary Consul General of Republic of Poland. He is closely associated in various capacities with many cultural, charitable and social service organisations. He is the trustee in Shree Vishudhanand Hospital Trust, Keshardeo Ratni Devi Goenka Trust, Banshilal Janki Devi Agarwal Trust, and Bhagatram Charitable Trust. He is the past President of Aradhana Trust, Aradhana Cultural Organisation, Bajrang Parishad and President of Calcutta Pinjrapole Society .He is the Chairman (Research & Seminar) of Shree Vishudhanand Hospital & Research Institute. He is Committee member of Shri Shikshayatan Secondary School, Nagrik Swastha Sangha and Indian Cancer Society.</p> <p>Passport No.: F8579701 Voter ID No.: MFN2964641 PAN No.: AEGPG8285B Bank Name : Kotak Mahindra Bank Limited Account No. 03230020001119</p>

Directors

Name & DIN	Address	Designation	Date of Appointment	Directorship in other Companies
Rajesh Bagaria, (00389411)	2C,Burdwan Road,Kolkata- 700027	Director	30/04/2009	1. Bengal Emami Housing Ltd 2. Emami Realty Ltd. 3. Bengal Emami Infrastructure & Developers Ltd 4. Emami High Rise Pvt. Ltd 5. Emami Buildcon Pvt. Ltd. 6. Emami Nirman Pvt. Ltd. 7. New Age Malls Pvt. Ltd. 8. Emami Projects Pvt. Ltd. 9. Emami Rainbow Niketen Pvt. Ltd 10. Octagon BPO Pvt. Ltd. 11. Emami Skyhigh Pvt. Ltd. 12. Emami Ashiana Pvt. Ltd. 13. Emami Construction Pvt. Ltd 14. Delta PV Pvt. Ltd 15. Emami Canopy Projects Pvt. Ltd. 16. Auto Hitech Pvt. Ltd. 17. Bagaria Vanijiya Pvt. Ltd. 18. Rachna Comtrade Pvt. Ltd. 19. Zenith Dealers Pvt. Ltd. 20. Hitech vanijya Pvt. Ltd. 21. Roseview Developers Pvt. Ltd. 22. Emami Enclave Makers Pvt. Ltd 23. Emami Vriddhi Commercial Pvt.Ltd 24. NewAge Emami Realty Pvt Ltd 25. Emami Vedic Realty Pvt Ltd 26. Hitech Comtrade Pvt. Ltd. 27. Zandu Realty Limited

Name & DIN	Address	Designation	Date of Appointment	Directorship in other Companies
Raj K Sureka (00481199)	29E, Ramkrishna Samadhi Road, Kolkata - 700054	Director	30/04/2009	1. Bengal Emami Housing Ltd 2. Emami Realty Ltd. 3. Bengal Emami Infrastructure & Development Ltd 4. CRI Ltd 5. Emami High Rise Pvt. Ltd 6. Emami Buildcon Pvt. Ltd. 7. Emami Nirman Pvt. Ltd. 8. New Age Malls Pvt. Ltd. 9. Emami Projects Pvt. Ltd. 10. Emami Rainbow Niketen Pvt. Ltd 11. Octagon BPO Pvt. Ltd. 12. Emami Skyhigh Pvt. Ltd. 13. Emami Ashiana Pvt. Ltd. 14. Emami Constructions Pvt. Ltd 15. Delta PV Pvt. Ltd 16. Emami Canopy Projects Pvt. Ltd. 17. Aviro Vanijya Private Limited 18. Shentracon Finalease Pvt. Ltd 19. New Age Realty Pvt. Ltd 20. Emami Vedic Realty Pvt. Ltd 21. Emami Enclave Makers Pvt. Ltd 22. Roseview Developers Pvt. Ltd. 23. Prime Constructions Pvt. Ltd. 24. Emami Vriddhi Commercial Pvt.Ltd 25. New Age Realty Pvt. Ltd 26. Zandu Realty Limited

Name & DIN	Address	Designation	Date of Appointment	Directorship in other Companies
Aditya Vardhan Agarwal (00149717)	118, Southern Avenue, Kolkata- 700029	Director	25/01/2010	1. Emami Limited 2. Emami Paper Mills Ltd 3. TMT Viniyogan Ltd 4. CRI Limited 5. AMRI Hospitals Limited 6. Premier Ferro Alloys & Securities Ltd. 7. Emami (Bangladesh) Ltd. 8. Emami Biotech Ltd. 9. Emami International FZE 10. Bengal Emami Infrastructure & Developers Ltd. 11. Ajanta Suppliers Pvt. Ltd. 12. Emami Group of Companies Pvt. Ltd. 13. Suntrack Commerce Pvt. Ltd 14. Emami Chisel Art Pvt. Ltd 15. Emami International Pvt. Ltd
Prashant Goenka (00703389)	110A, Southern Avenue, Kolkata - 700029	Director	25/01/2010	1. New Way Constructions Ltd. 2. Prestige Vyapaar Ltd. 3. CRI Limited 4. AMRI Hospitals Limited 5. Emami Natural Resources Pvt. Ltd. 6. Emami Group of Companies Pvt. Ltd. Emami Home Private Limited 8. Emami Properties Private Limited 9. Emami Estates Pvt. Ltd.

Name & DIN	Address	Designation	Date of Appointment	Directorship in other Companies
Amar Bhalotia (00642662)	227/228, Arun Chambers, Taredo Road, Mumbai – 400034	Director	25/01/2010	<ol style="list-style-type: none"> 1. Riviera Finvestrade Ltd 2. Rotary Investments & Finance Co. Pvt. Ltd 3. Don Leasing and Financial Consultancy Private Ltd. Cameron Holding 4. Company Private Limited 5. Zandu Realty Limited
K. K. Khemka (00149393)	RajniGandha, 25, Ballygunge Park, Kolkata – 700019	Director	25/01/2010	<ol style="list-style-type: none"> 1. Miki Oriental Paper Mills Ltd. 2. Security and Intelligence Service India Ltd. 3. Orion metal Powder Private Ltd. 4. Himadri Resorts Private Ltd. 5. Scheffields Limited 6. Zandu Realty Limited
Hari Mohan Marda (00855466)	Olympus Court, Flat C101-102, 4/2 Sarat Bose Road, Kolkata – 700020	Director	25/01/2010	<ol style="list-style-type: none"> 1. Emami Paper Mills Limited 2. Prabhu Polycolor Pvt. Ltd. 3. Prabhu Poly Pipes Pvt. Ltd. 4. Prabhu Sponge Pvt. Ltd. 5. Frontier Garment Pvt. Ltd. 6. Emami Realty Limited 7. Chandramukhi Impex Pvt. Ltd. 9. Sheraa Exports Pvt. Ltd. 10. Zandu Realty Limited
Ram Gobind Ganeriwala (00863042)	25/S, Block-B, New Alipore, Kolkata - 700053	Director	25/01/2010	<ol style="list-style-type: none"> 1. Ganapati Nirman Pvt. Ltd. 2. Suave Business Pvt. Ltd.
Abhijit Datta (00790029)	Flat No.27A, Tower 4, 375, Prince Anwar Shah Road, Jodhpur Park, Kolkata-700068	Director	09/07/2010	<ol style="list-style-type: none"> 1. Bengal Tea & Fabrics Ltd 2. Bhaskar Silicon Private Ltd 3. Cable Corporation of India Ltd. 4. Asset Reconstruction Company(India) Ltd. 5. Zandu Realty Limited

Brief Profile of Directors:

Rajesh Bagaria

Rajesh Bagaria, is 43 years old and a resident of India. He holds a Bachelors' degree in Commerce. He has 20 year's experience in diversified businesses and served as Director on the Board of several other companies.

Raj K Sureka

R.K.Sureka (Aged 42 years) is the Director in several companies; he did Graduation from Calcutta University. He has 15 years experience in marketing of Ball pens & gel pens and has good administrative skills

Aditya Vardhan Agarwal

Aditya Vardhan Agarwal (Aged 36 years) Director, Emami Group of Companies has graduated in Commerce from St. Xavier's College. He has wide knowledge and interest in business and industries and has served as Director of several other companies. He is one of the key person in the vast expansion and diversification of Emami Group of Companies. He is having extensive knowledge and experience in marketing as well as Brand development. He is the Director of West Bengal Industrial Development Corporation, Committee Member and Chairman (FMCG) of

ASSOCHAM, Vice President of West Bengal Basketball Association, past President of Merchant Chamber of Commerce and an advisor of Academy of Ayurvedic Doctors of India, Kolkata.

Prashant Goenka

Prashant Goenka (Aged 38 years) is a Commerce Graduate. He has wide knowledge and interest in business and industries and has served as Director of several other companies. He is one of the key person in the vast expansion and diversification of Emami Group of Companies.

Amar Bhalotia

Amar Bhalotia aged 26 years, is a Commerce graduate and has done PGDM from Symbiosis Center for Management, Pune. He possesses extensive knowledge and experience as Lead Advisory and Transaction Advisory Services in Ernst & Young India Ltd. and responsible for Business development for real estate business, implementation of Enterprise risk management for the largest construction and engineering company in India. He has experience in Portfolio Management, dealing in financial instrument. He is involved in various property investments.

Krishna Kumar Khemka

Krishna Kumar Khemka (Aged 78 years) is a Science Graduate. Set up many mega size projects in the fields of tyres, pulp & paper, heavy chemicals etc. He had been the Chairman of Indian Paper Mills Association, Past President of Rotary Club of Calcutta, Past President of Indo American Chamber of Commerce, Past President of Indo-Italian Chamber of Commerce etc. He is Committee Member of Bharat Chamber of Commerce and associated with other chambers. He is the Honorary Consul General of Philippines. He is also on the Governing Committee of Indo-German Chamber of Commerce. He has served as Director of several companies and is having about 40 year of industrial experience. He is also associated with many cultural organizations like Anamika Kala Sangam, Sangeet Kala Mandir, Padatik, etc. He is a non-executive independent Director of Emami

H. M. Marda

H. M.Marda aged 66 years, has more than 3 decades of experience in the areas of accounting, corporate planning, strategy formulation and overall management.

Ram Govind Ganeriwal

Ram Govind Ganeriwal aged 64 years, is a Commerce graduate and Chartered Accountant. He has experience in diversified businesses, accounting, corporate planning and served as Director on the Board of several other companies including Ganapati Nirman Pvt. Ltd. and Suave Business Pvt. Ltd.

Abhijit Datta

Abhijit Datta aged 62 years, is a Post-graduate in Economics and successfully completed Certified Institute of Bankers Examination. He started his career as a Probationary Officer in State Bank of India and reached to the position of Dy. Managing Director and Corporate Development Officer. Presently, he is the Chairman of the Asset Reconstruction Company (India) Limited. He is holding Directorship in the Board of several other companies namely Bengal Tea & Fabrics Ltd., Bhaskar Silicon Private Ltd, Cable Corporation of India Ltd, and Zandu Realty Limited.

Shareholding of Directors as on date:

Name of the Directors	Number of Shares held	% of Total Shares
Rajesh Bagaria	2188 *	0.01
Raj K Sureka	872	0.01
Prashant Goenka	68,333	00.28
Aditya Vardhan Agarwal	1,61,238	0.66
K. K. Khemka	Nil	Nil
Amar Bhalotia	700	0.01
Hari Mohan Marda	Nil	Nil
Ram Gobind Ganeriwala	Nil	Nil
Abhijit Datta	Nil	Nil

* Mr. Rajesh Bagaria is holding the said shares as trustee for the fractional Shareholders.

Corporate Governance:

The Company is fully compliant with the provisions of Clause 49 of the Listing Agreement and the details are as follows:

a) Composition of Board of Directors:

Names of the Director	Category
Abhijit Datta	Chairman & Non-Executive Independent Director
Rajesh Bagaria	Non-Executive Director
Raj K Surekha	Non-Executive Director
A V Agarwal	Non-Executive Director
Prashant Goenka	Non-Executive Director
K. K. Khemka	Non-Executive Independent Director
Amar Bhalotia	Non-Executive Independent Director
Hari Mohan Marda	Non-Executive Independent Director
Ram Gobind Ganeriwala	Non-Executive Independent Director

b) Composition of Audit Committee

The Composition of the Audit Committee is as under:

Names of the Director	Category
K. K. Khemka	Chairman
Hari Mohan Marda	Members
Rajesh Bagaria	Members

Terms of Reference:

- (i) To devise and regulate internal control systems
- (ii) To review quarterly, half yearly and annual financial statements before submission to the board.
- (iii) To make suitable recommendations in respect of the financial statements and internal control systems to the board.
- (iv) To decide the scope of audit

c) Composition of Investor Grievance Committee

Names of the Director	Category
Ram Gobind Ganeriwala	Chairman
A V Agarwal	Members
Raj K Sureka	Members

Terms of Reference:

To look into the redressal of complaints from the investors such as non receipt of Balance Sheets, Non receipt of dividends, delay in transfer of shares etc. and to ensure that all the investor grievances are expeditiously reviewed, responded to and redressed.

CAPITAL STRUCTURE

Share Capital	Rs. In Lacs
A) Authorised Capital⁵ 2,50,00,000 Equity shares @ Rs. 2/- per share	500.00
B) Issued, Subscribed And Paid-Up Capital 2,50,000 shares @ Rs. 2/- fully paid up	5.00
C) Number of Equity Shares issued as per scheme of arrangement approved by the High Court of Calcutta 24048392 equity shares @ Rs. 2/- fully paid up	480.97
D) Equity Capital after implementation of the scheme 24298392 Equity shares @ Rs. 2/- fully paid up	485.97

Details of Changes in Authorised Share Capital:

Date	No. of Shares	Face Value (Rs.)	Authorised Capital (Rs.)	Particulars
January 14, 2008	50,000	10/-	5,00,000	On Incorporation
June 3 rd , 2009	2,50,000	2/-	5,00,000	Sub-division of Equity Shares
November 30, 2009	2,50,00,000	2/-	5,00,00,000	Increased by passing of resolutions under Section 94 of Companies Act, 1956

Notes to the Capital Structure:

1) Details of Capital Structure of the Company since inception are as follows:

Date of allotment	No. of Shares	Cumulative No. of Shares	Face value (Rs.)	Issue Price (Rs.)	Cumulative Paid-up Capital (Rs.)	Nature of Allotment / Remarks	Consideration
On Incorporation	10,000	10,000	10	10	1,00,000	Promoters	Cash
02.06.2009	40,000	50,000	10	10	5,00,000	Promoters , Directors and their relatives	Cash
03.06.2009	-	2,50,000*	2	-	5,00,000		-
14.01.2010	2,40,48,392	2,42,98,392	2	-	4,85,96,784	Issued pursuant to the Scheme of Arrangement	Pursuant to merger

* The Face value of the Equity share capital of the company were subdivided from Rs.10/- per share to Rs.2/- per share pursuant to the resolution passed by the shareholders of the company in their meeting held on June 3rd, 2009.

2) Promoters of the Company, their relatives and associates, and their Directors have not purchased or sold or financed, directly or indirectly, any equity shares from the date of approval of the scheme by the High Court till the date of submission of this Information Memorandum.

3) Shareholding pattern of the Company before and after the Scheme of Arrangement :

- **Shareholding pattern before the scheme:**

The entire equity capital consisting of 2,50,000 equity shares was held by the constituents of Promoter Group.

- **Shareholding pattern after the scheme :**

Category code	Category of Shareholder	No. of Share holders	Total No. of Shares	Total No. of Shares held in Demat form	Total Shareholding as a % of total No. of Shares		Shares pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	Share	AS a % (Ix)=(VIII)/ (IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	
A	Promoter & Promoter Group							
1.	Indian							
A	Individuals/Hindu Undivided Family	65	2778232	2433522	11.43	11.43	Nil	Nil
b	Central/State Government(s)							
c	Bodies Corporate	13	14811053	14811053	60.96	60.96	2593333	17.51
d	Financial Institutions/Banks							
e	Any Other							
	Sub Total (A1)	78	17589285	17244575	72.39	72.39	2593333	14.74
2.	Foreign							
a	Individuals (NRI/Foreign Individuals)	2	857371	857371	3.53	3.53	Nil	Nil
b	Bodies Corporate							
c	Institutions							
d	Any Other							
	Sub Total (A2)	2	857371	857371	3.53	3.53	Nil	Nil
	Total Shareholding of Promoter and Promoter Group A=(A)(1)+(A)(2)	80	18446656	18101946	75.92	75.92	2593333	14.06
B	Public Shareholding							
1.	Institutions							
a	Mutual Funds/UTI	17	1276850	1276850	5.25	5.25		
b	Financial Institutions/Banks	2	26796	26796	0.11	0.11		

c	Central/State Government(s)							
d	Venture Capital Funds							
e	Insurance Companies							
f	Foreign Institutional Investors	15	3015284	3015284	12.41	12.41		
g	Foreign Venture Capital Investors							
h	Any other							
	Sub Total (B1)	34	4318930	4318930	17.77	17.77		
2.	Non-Institutions							
a	Bodies Corporate	369	962303	962303	3.96	3.96		
b	Individuals holding i) Nominal Share Capital up to Rs.1 Lakh	4604	376532	335737	1.55	1.55		
	ii) Nominal Share Capital in excess of Rs.1 Lakh	3	191973	191973	0.79	0.79		
c	Any Other							
1	Non Resident Individual	54	1998	1998	0.01	0.01		
	Sub Total (B2)	5031	1532806	1492011	6.31	6.31		
	Total Public Shareholding B=(B)(1)+(B)(2)	5064	5851736	5810941	24.08	24.08		
	Total (A)+(B)	5144	24298392	23912887	100.00	100.00		
C	Shares held by Custodians & against which Depository Receipts have been issued							
	Grand Total (A)+(B)+(C)	5144	24298392	23912887		100.00	2593333	10.67

List of the persons/entities comprising Promoters are given below:

Name of shareholders	Holding prior to allotment under the scheme	No. of Shares of EIL Allotted Under the scheme	Total no. of shares of EIL	% Holding of EIL
Priti Sureka	-	223981	223981	0.92%
Harsha Vardhan Agarwal	25000	204520	229520	0.94%
Indu Goenka	-	162000	162000	0.67%
R. S. Agarwal	-	152333	152333	0.63%
Rajkumar Goenka	-	121666	121666	0.50%
Usha Agarwal	-	121295	121295	0.50%
Aditya Vardhan Agarwal	40,000	121238	161238	0.66%
Radheshyam Agarwal	-	97166	97166	0.40%
Suresh Kumar Goenka	-	93270	93270	0.38%
Meena Goenka	-	76400	76400	0.31%
Saroj Goenka	-	73166	73166	0.30%
Jayant Goenka	-	65903	65903	0.27%
Saswat Goenka	-	61666	61666	0.25%
Santosh Goenka	-	60666	60666	0.25%
Vibhash Vardhan Agarwal	-	59604	59604	0.25%
Radheshyam Goenka	-	58793	58793	0.24%
Sachin Goenka	-	58333	58333	0.24%
Rohin Raj Sureka	-	50000	50000	0.21%
Jyoti Goenka	-	48333	48333	0.20%
Ashish Goenka	40,000	50,000	90,000	0.37%
Prashant Goenka	40,000	28333	68333	0.28%
R. S. Goenka	-	36000	36000	0.15%
Rohin Raj Sureka	-	33333	33333	0.14%
Avishi Sureka	-	33333	33333	0.14%
Mansi Agarwal	-	33333	33333	0.14%
Savitri Devi Agarwal	-	29666	29666	0.12%
Puja Goenka	-	28611	28611	0.12%
Vidisha Agarwal	-	26666	26666	0.11%
Nimisha Goenka	-	26666	26666	0.11%
Vidula Agarwal	-	26666	26666	0.11%
Shreya Goenka	-	26666	26666	0.11%
Richa Agarwal	-	25666	25666	0.11%
Mohan Goenka	25000	17383	42383	0.17%
Smriti Agarwal	-	20000	20000	0.08%
Jyoti Agarwal	-	20000	20000	0.08%
Rachna Bagaria	-	20000	20000	0.08%
Sobhna Agarwal	-	20000	20000	0.08%
Sushil Kumar Goenka	40,000	19666	59666	0.25%
Rashmi Goenka	-	16666	16666	0.07%
Madan Lal Agarwal	-	16666	16666	0.07%
Manish Goenka	40,000	15122	55122	0.23%
Yogesh Goenka	-	13633	13633	0.06%
Dwarka Das Agarwal, Karta (Huf)	-	13603	13603	0.06%
Kusum Agarwal	-	7266	7266	0.03%
Raj Kumar Goenka	-	3166	3166	0.01%
Santosh Goenka	-	2333	2333	0.01%
Radhe Shyam Goenka	-	2222	2222	0.01%

Name of shareholders	Holding prior to allotment under the scheme	No. of Shares of EIL Allotted Under the scheme	Total no. of shares of EIL	% Holding of EIL
Laxmi Devi Agarwala	-	1666	1666	0.01%
Bajrang Lal Agarwal	-	1333	1333	0.01%
Ratni Devi Goenka	-	333	333	0.00%
Ratni Devi Goenka	-	333	333	0.00%
Ratni Devi Goenka	-	333	333	0.00%
Ratni Devi Goenka	-	333	333	0.00%
Ratni Devi Goenka	-	333	333	0.00%
Ratni Devi Goenka	-	333	333	0.00%
Ratni Devi Goenka	-	333	333	0.00%
Shanti Devi Agarwal	-	237	237	0.00%
Suraj Viniyog Private Limited Escrow	-	3593491	3593491	14.79%
Bhanu Vyapaar Private Limited	-	3582899	3582899	14.75%
Diwakar Viniyog Private Limited	-	3562491	3562491	14.66%
Suntrack Commerce Private Limited	-	3472333	3472333	14.29%
Tmt Viniyogan Limited	-	483333	483333	1.99%
Emami Paper Mills Ltd	-	51833	51833	0.21%
Neelam Lefin Limited	-	33888	33888	0.14%
Emami Frank Ross Limited	-	13833	13833	0.06%
Emami Capital Markets Limited	-	12286	12286	0.05%
EPL Securities Ltd	-	4666	4666	0.02%
Amitabh Goenka	-	857371	857371	3.53%

Details of shares Pledged or otherwise encumbered by the Promoters:

Name of Shareholder	No. of Shares held Post allotment under the scheme	As a % of total no. of shares	Shares pledged or otherwise encumbered	As a % of total no. of shares held	As a % of total no. of shares
Suraj Viniyog Pvt. Ltd.	35,93,491	14.79	1273333	35.43	5.24
Divakar Viniyog Pvt. Ltd.	35,62,491	14.67	8,20,000	23.02	3.38
Suntrack Commerce Pvt. Ltd.	34,72,333	14.29	5,00,000	14.40	2.06

The list of top 10 shareholders of the Company and the number of Equity Shares held by them:

a) Top ten shareholders on the date of filing the Information Memorandum :

Sr. No.	Shareholders Name	No. of Shares	% of Issued Capital
1	Suraj Vinoyog Pvt. Ltd.	3593491	14.79

2	Bhanu Vyapar Pvt. Ltd.	3582899	14.74
3	Diwakar Viniyog (P) Ltd	3562491	14.66
4	Suntrack Commerce (P) Ltd	3472333	14.29
5	HSBC Global Investment Funds A/C HSBC Global Investment Funds Mauritius Limited	1265338	5.21
6	T Rowe Price International INC A/C T Rowe Price New Asia Fund	1098655	4.52
7	Amitabh Goenka	857371	3.53
8	TMT Viniyogan Limited	483333	1.99
9	Avees Trading And Finance (P) Ltd	480864	1.98
10	HDFC Trustee Co Limited- HDFC Equity Fund	400000	1.65
	Total	18796775	77.36

- The Company, its directors, its promoters have not entered into any buy-back, standby or similar arrangements to purchase equity shares of the Company from any person.
- There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of approval of the Scheme by the High Court till listing of the Equity Shares at the designated stock exchange allotted as per the Scheme.
- There shall be only one denomination for the Equity Shares of the Company, subject to applicable regulations and Company shall comply with such disclosure and accounting norms specified by SEBI, from time to time.
- The Company has approx 5500 members as on the date of filing this Information Memorandum.

OBJECTS AND RATIONALE OF THE SCHEME

EMAMI Limited (hereinafter defined as “EMAMI”) is, *inter alia*, engaged in the business of manufacturing and dealing in ayurvedic medicines, healthcare and cosmetic products, which is its core business (“**EMAMI FMCG Business**”). In addition to the EMAMI FMCG Business, EMAMI is engaged in the business of real estate through its subsidiaries (“**EMAMI Realty Undertaking**”).

The Zandu Pharmaceuticals Works Limited (hereinafter defined as “ZANDU”) is also engaged in the business of manufacturing and dealing in ayurvedic and medicinal preparations, which is its core business (“**ZANDU FMCG Undertaking**”). ZANDU also has as part of its non-core business other assets and properties which can be commercially exploited and gainfully employed in the business of real estate (“**ZANDU Non-core Undertaking**”).

In view of the synergies between FMCG Businesses of EMAMI and ZANDU, it is proposed to consolidate the ZANDU FMCG Undertaking into EMAMI. Simultaneously, it is proposed to demerge and transfer the EMAMI Realty Undertaking including the investment of EMAMI in ZANDU (representing the value of ZANDU Non-core Undertaking) in Emami Infrastructure Limited (hereinafter defined as “EIL”).

The reasons that have necessitated and/or justify the said Scheme of Arrangement are inter alia as follows:-

- I. The core business of EMAMI is manufacturing and dealing in Ayurvedic medicine, health care and cosmetic products. There is synergy between the core businesses of EMAMI and ZANDU and demerger of ZANDU FMCG Undertaking, to EMAMI, will enable consolidation of the core businesses of the said two companies under one umbrella. Such consolidation will enable EMAMI to carry on such business more economically and efficiently.
- II. Demerger of ZANDU FMCG Undertaking into EMAMI will result in horizontal integration of FMCG businesses and all benefits of horizontal integration will be available to EMAMI. Such horizontal integration of the core business of EMAMI is extremely beneficial to and is in the interest of shareholders, creditors and employees of both the companies. As an integral part of the Scheme and upon the Scheme becoming effective, the name of ZANDU shall change to ZANDU Realty Limited to reflect its new core business i.e. real estate business.
- III. The Scheme proposes simultaneous demerger of EMAMI Realty Undertaking to EIL and thereby allowing EMAMI to focus on FMCG business only and this will lead to greater growth and development of FMCG business.
- IV. The transfer of EMAMI Realty Undertaking, as envisaged in the Scheme, will also lead to greater growth and development of the realty business inasmuch as such realty business will become the core business of EIL.
- V. The demerger will facilitate more transparent benchmarking of the companies with its peers in their respective industries.
- VI. The restructuring of business of the applicant companies, as envisaged in the Scheme, is in the interest of all the three companies and their respective shareholders, employees and creditors and of all concerned. The existing shareholders of EMAMI and ZANDU shall continue to hold their existing shareholding in EMAMI and ZANDU respectively.

SALIENT FEATURES OF THE SCHEME

Demerger of EMAMI Realty Undertaking into EIL:

- A) With effect from the Appointed Date but upon the Scheme being effective, EMAMI Realty Undertaking together with all its assets and liabilities shall without further act or deed be demerged from EMAMI and transferred to and be vested or deemed to be vested in EIL pursuant to Sections 391 to 394 of the Act on a going concern basis subject to all charges, liens, mortgages, *lis pendens*, if any, then affecting the same or any part thereof so that the assets and liabilities comprised in EMAMI Realty Undertaking immediately before the demerger shall become the assets and liabilities of EIL by virtue of and in the manner provided in the Scheme.
- B) Provisions have also been made in the Scheme for transfer of all employees, of EMAMI engaged in or in relation to EMAMI Realty Undertaking as on the Effective Date to EIL on terms and conditions not less favourable than those on which they are engaged in EMAMI Realty Undertaking and without any interruption of service. The Scheme also provides for the transfer of pension funds, gratuity funds, superannuation funds, provident funds and such other funds in relation to such employees to EIL.
- C) After the Scheme takes effect, in consideration of the demerger including the transfer and vesting of EMAMI Realty Undertaking in EIL, EIL shall, without any further act or deed, issue and allot to each eligible member of EMAMI whose name is recorded in the register of members of EMAMI on the Record Date 1, Equity Shares in EIL in the following ratio:
- 1 (One) Equity Share of face and paid-up value Rs. 2/-(Rupees Two Only) each credited as fully paid up in EIL for every 3 (Three) Equity Shares of face and paid-up value of Rs. 2/- (Rupees Two Only) each fully paid up and held by such Equity shareholders in EMAMI, such shares hereinabove defined as "EIL New Shares".*
- D) EMAMI shareholders shall not be issued any fractional shares. The Fractional entitlement of EMAMI shareholders after consolidation shall be issued and allotted to a Trustee as may be appointed by the Board of Directors of EMAMI in this regard for the benefit of EMAMI shareholders and their respective heirs, executors, administrators or successors for the specific purpose of selling such fractional entitlement in market at such price as the Trustee may deem fit and proper and upon sale, the Trustee shall make over the net sale proceeds to EIL and, EIL, subject to withholding of tax, if any, distribute such sale proceeds amongst the concerned EMAMI Shareholders in proportion to their respective fractional entitlement.
- E) The shareholders of ZANDU who are allotted shares of EMAMI in consideration of transfer of ZANDU FMCG Undertaking shall not be eligible for the shares of EIL.
- F) EIL New Shares shall be subject to the provisions of the Memorandum and Articles of Association of EIL and shall inter-se rank pari passu in all respects EIL New Shares shall be entitled to full dividend for the financial year commencing from 1st April 2008.
- G) Immediately after issue and allotment of EIL New Shares, EIL shall file an application for listing of EIL New shares at NSE, BSE and such other Stock Exchanges as may be required.
- H) The paid up share capital of EMAMI shall not be reduced and the shareholders of EMAMI shall be entitled to EIL New Shares in addition to their existing shareholding in EMAMI.
- I) Upon the Scheme becoming effective, ZANDU shall cease to be a subsidiary of EMAMI and shall become a subsidiary of EIL.

STATEMENT OF TAX SPECIAL BENEFITS

S .K.AGARWAL & CO
CHARTERED ACCOUNTANTS

4A,COUNCIL HOUSE STREET
KOLKATA -700001

To,

The Board of Directors

Emami Infrastructure Limited

Emami Tower, 687, Anandapur, E.M. Bypass,
Kolkata-700 107

Dear Sirs,

Statement of Possible Tax Benefits available to Emami Infrastructure Limited and its shareholders

We report that the enclosed statement states the possible tax benefits available to **Emami Infrastructure Limited** ("the Company") and to the shareholders of the Company under the Income Tax Act, 1961 and Wealth Tax Act, 1957 presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed statement are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

We do not express any opinion or provide any assurance as to whether:

- i) the Company or its share holders will continue to obtain these benefits in future; or
- ii) the conditions prescribed for availing the benefits have been / would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

For S. K. Agrawal & Company

Chartered Accountants

Radhakrishnan Tondon)

Partner

Membership No. 60534

Place: Kolkata

Date: 12.02.2010

The tax benefits listed below are the possible benefits available under the current tax laws in India.

Several of these benefits are dependent on the Company or its Shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its Shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may not choose to fulfill.

The following tax benefits shall be available to the Company and the prospective shareholders under Direct Tax.

A. BENEFITS UNDER THE INCOME TAX ACT (IT ACT), 1961

(i) SPECIAL TAX BENEFITS

1. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

There are no special tax benefits available to the Company.

2. SPECIAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY

There are no special tax benefits available to the shareholders of the Company.

1. To the Company

General Tax Benefits

a) Under section 10(34) of the IT Act, any income by way of dividends referred to in Section 115O received on the shares of any company is exempt from tax.

b) Under Section 32 of the IT Act, the Company can claim depreciation allowance at the prescribed rates on tangible assets such as building, plant and machinery, furniture and fixtures, etc. and intangible assets such as patent, trademark, copyright, know-how, licenses, etc. if acquired after March 31, 1998.

c) In terms of sub section (2) of 32 of the IT Act, the company is entitled to carry forward and set off the unabsorbed depreciation arising due to absence / insufficiency of profits or gains chargeable for the previous year. The amount is allowed to be carried forward and set off for the succeeding previous years until the amount is exhausted without any time limit.

d) Under Section 35D of the IT Act, the Company will be entitled to a deduction equal to 1/5th of the expenditure incurred of the nature specified in the said section, by way of amortization over a period of 5 successive years, beginning with the previous year in which the public issue is subscribed, subject to the stipulated limits.

e) As per provisions of section 72 of the IT Act, the company is entitled to carry forward business losses for a period of 8 consecutive assessment years commencing from the assessment year when the losses were first computed and set off such losses from income chargeable under the head "Profits and gains from business or profession".

f) Under Section 10(38) of the IT Act, long term capital gain arising to the company from transfer of a long term capital asset being an equity share in the company (i.e. capital asset held for the period of more than twelve months) entered into in a recognized stock exchange in India and being such a transaction, which is chargeable to Securities Transaction Tax, shall be exempt from tax. However, as per Finance Act 2006 long term capital gains of a company shall be taken into account in computing tax payable under section 115JB.

g) Under Section 112 of the IT Act and other relevant provisions of the Act, long term capital gains [not covered under Section 10(38) of the IT Act] arising on transfer of shares in the Company, if shares are held for a period exceeding 12 months, shall be taxed at a rate of 20% (plus applicable surcharge and educational cess on income-tax) after indexation as provided in the second proviso to Section 48 or at 10% (plus applicable surcharge and educational cess on income-tax) (without indexation), at the option of the Company.

h) Under section 48 of the IT Act, 1961, if any shares or units of mutual fund specified under clause (23D) of section 10 are sold by the Company after being held for more than twelve months, the gains (in cases not covered under section 10 (38) of the IT Act) if any will be treated as long term capital gains and the gains shall be calculated by deducting from the gross consideration, the indexed cost of acquisition.

i) As per the provisions of section 24(a) of the IT Act, the company is eligible for deduction of thirty percent of the annual value of the property (i.e. annual rent received or receivable on property or any part of the property which is let out) in computing the income from house property.

j) As per the provisions of section 24(b) of the IT Act, where the property has been acquired, constructed, repaired, renewed or reconstructed with borrowed capital, the amount of interest payable on such capital shall be allowed as a deduction in computing the income from house property. In respect of property acquired or constructed with borrowed capital, the amount of interest payable for the period prior to the year in which the property has been acquired or constructed shall be allowed as deduction in computing the income from house property in five equal installments beginning with the year of acquisition or construction.

k) Under Section 54EC of the IT Act, capital gain arising from transfer of long term capital assets [other than those exempt u/s 10(38)] shall be exempt from tax, subject to the conditions and to the extent specified therein, if the capital gain is invested within a period of six months from the date of transfer, subject to maximum limit of Rs. Fifty Lacs during any financial year if the investment is made on or after 1st April 2007, in the bonds redeemable after three years and issued by –

- (i) National Highways Authority of India (“NHA”) constituted under Section 3 of National Highways Authority of India Act, 1988 and notified by the Central Government in the Official Gazette for the purpose of this section;
- (ii) Rural Electrification Corporation Limited (“RECL”), a company formed and registered under the Companies Act, 1956 and notified by the Central Government in the Official Gazette for the purpose of this section;

If only part of the capital gain is so reinvested, the exemption shall be proportionately reduced. However, the amount so exempted shall be chargeable to tax subsequently, if such bonds are transferred or converted into money within three years from the date of their acquisition.

l) Where the income arising from taxable securities transactions entered into in the course of business and such taxable securities transactions are included in the income computed under the head “Profits and gains from business and profession” the securities transaction tax paid on such transactions will be allowed as deduction from income under the head “Profits and gains of business or profession” under clause (xv) to sub section (1) of section 36 of the IT Act.

m) Under section 115JAA of IT Act, credit is allowed of the amount of tax paid under section 115JB (1) of IT Act (i.e. Minimum Alternate Tax, MAT) in excess of tax calculated under normal provisions of the IT Act. Such credit can be availed of in subsequent years in which the tax as per normal provisions exceed tax as per MAT provisions (115JB), subject to, maximum being the difference between tax as per normal provisions and tax as per MAT provisions of such year. The unutilized credit shall be allowed to be carried forward till tenth assessment year immediately succeeding the assessment year in which tax credit becomes allowable.

2. To the Members of the Company

2.1 Resident Shareholders

a) Under Section 10(34) of the IT Act, income earned by way of dividend from domestic company referred to in Section 115-O of the Act is exempt from income-tax in the hands of the shareholders.

b) Under Section 10(38) of the IT Act, long term capital gain arising to the shareholder from transfer of a long term capital asset being an equity share in the company (i.e. capital asset held for the period of more than twelve months) entered into in a recognized stock exchange in India and being such a transaction, which is chargeable to Securities Transaction Tax, shall be exempt from tax.

c) Under Section 111A of the IT Act, capital gains arising from transfer of short term capital assets, being an equity share in a company which is subject to Securities Transaction Tax, will be taxable under the Act @ 15% (Plus applicable surcharge and educational cess. However, w.e.f A.Y 2010-11 surcharge is now applicable only on corporate entities and not on individuals, HUFs etc).

d) Under Section 112 of the IT Act and other relevant provisions of the Act, long term capital gains [not covered under Section 10(38) of the IT Act] arising on transfer of shares in the Company, if shares are held for a period exceeding 12 months, shall be taxed at a rate of 20% (plus applicable surcharge and educational cess on income-tax*) after indexation as provided in the second proviso to Section 48 or at 10% (plus applicable surcharge and educational cess on income-tax *) (without indexation), at the option of the Shareholders.

* W.e.f A.Y 2010-11 surcharge is now applicable only on corporate entities and not on individuals, HUFs etc.

e) Under section 48 of the Income Tax, 1961, if any shares or units of mutual fund specified under clause (23D) of section 10 are sold by the shareholder after being held for more than twelve months, the gains (in cases not covered under section 10 (38) of the IT Act) if any will be treated as long term capital gains and the gains shall be calculated by deducting from the gross consideration, the indexed cost of acquisition.

f) Where the income arising from taxable securities transactions entered into in the course of business and such taxable securities transactions are included in the income computed under the head “Profits and gains from business and profession” the securities transaction tax paid on such transactions will be allowed as deduction from income under the head “Profits and gains of business or profession” under clause (xv) to sub section (1) of section 36 of the IT Act.

2.2 Non Resident Shareholders/ Non- Resident Indian Shareholders (other than Foreign Institutional Investors and Foreign Venture Capital Investors)

a) By virtue of Section 10(34) of the IT Act, income earned by way of dividend income from a domestic company referred to in Section 115-O of the Act, is exempt from tax in the hands of the recipients.

b) Under Section 10(38) of the IT Act, long term capital gain arising to the shareholder from transfer of a long term capital asset being an equity share in the company or unit of an equity oriented mutual fund (i.e. capital asset held for the period of more than twelve months) entered into in a recognized stock exchange in India and being such a transaction, which is chargeable to Securities Transaction Tax, shall be exempt from tax.

c) Under the first proviso to section 48 of the IT Act, in case of a non resident, in computing the capital gains arising from transfer of shares of the company acquired in convertible foreign exchange (as per exchange control regulations), protection is provided from fluctuations in the value of rupee in terms of foreign currency in which the original investment was made. Cost indexation benefits will not be available in such a case.

d) Under Section 111A of the IT Act, capital gains arising from transfer of short term capital assets, being an equity share in a company which is subject to Securities Transaction Tax will be taxable under the IT Act @ 15% (plus applicable surcharge and educational cess *).

* W.e.f A.Y 2010-11 surcharge is now applicable only on corporate entities (including foreign companies) and not on individuals, HUFs etc.

e) Under Section 112 of the IT Act , long term capital gains [not covered under Section 10(38) of the IT Act] would be subject to tax at the rate of 20 percent (plus applicable surcharge and education cess *).

However, as per the proviso to Section 112 (1), if the tax on long term capital gains resulting on transfer of listed securities or units, calculated at the rate of 20 percent with indexation benefit exceeds the tax on such gains computed at the rate of 10 percent without indexation benefit, then such gains are chargeable to tax at a concessional rate of 10 percent (plus applicable surcharge and education cess *).

* W.e.f A.Y 2010-11 surcharge is now applicable only on corporate entities (including foreign companies) and not on individuals, HUFs etc.

f) Where the income arising from taxable securities transactions entered into in the course of business and such taxable securities transactions are included in the income computed under the head "Profits and gains from business and profession" the securities transaction tax paid on such transactions will be allowed as deduction from income under the head "Profits and gains of business or profession" under clause (xv) to sub section (1) of section 36 of the IT Act.

g) Where shares of the Company have been subscribed in convertible foreign exchange, Non Resident Indians have the option of being governed by the provisions of Chapter XII-A of the IT Act, which inter alia entitles them to the following benefits:

i. Under Section 115E of the Act, where shares in the company are subscribed for in convertible Foreign Exchange by a non-resident Indian, capital gains arising to the non resident on transfer of shares held for a period exceeding 12 months shall [in cases not covered under Section 10(38) of the IT Act] be concessionaly taxed at a flat rate of 10% (plus applicable surcharge and educational cess *) without indexation benefit but with protection against foreign exchange fluctuation under the first proviso to Section 48 of the Act.

* W.e.f A.Y 2010-11 surcharge is now applicable only on corporate entities (including foreign companies) and not on individuals, HUFs etc.

ii. Under provisions of section 115F of the IT Act, long term capital gains [not covered under section 10(38) of the Act] arising to a non-resident Indian from the transfer of shares of the company subscribed to in convertible Foreign Exchange shall be exempt from income tax if the net consideration is reinvested in specified assets within six months of the date of transfer. If only part of the net consideration is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted within three years from the date of their acquisition.

iii. Under provisions of Section 115-G of the IT Act, it shall not be necessary for a nonresident Indian to furnish his return of income if his only source of income is investment income or long term capital gains or both arising

out of assets acquired, purchased or subscribed in convertible foreign exchange and tax deductible at source has been deducted there from.

- iv. Under Section 115-I of the IT Act, a non resident Indian may elect not to be governed by the provisions of Chapter XII-A of the IT Act for any assessment year by furnishing his return of income under section 139 of the IT Act declaring therein that the provisions of the Chapter shall not apply to him for that assessment year and if he does so the provisions of this Chapter shall not apply to him. In such a case the tax on investment income and long term capital gains would be computed as per normal provisions of the IT Act.

h) As per section 90(2) of the IT Act, provisions of the Double taxation Avoidance Agreement between India and the country of residence of the Non-Resident/ Non-Resident Indian would prevail over the IT Act to the extent they are more beneficial to the Non-Resident/ Non-Resident Indian.

2.3 Foreign Institutional Investors (FIIs)

a) By virtue of Section 10(34) of the IT Act, income earned by way of dividend income from another domestic company referred to in Section 115-O of the Act, are exempt from tax in the hands of the institutional investor.

b) Under Section 10(38) of the IT Act, long term capital gain arising to the shareholder from transfer of a long term capital asset being an equity share in the company (i.e. capital asset held for the period of more than twelve months) entered into in a recognized stock exchange in India and being such a transaction, which is chargeable to Securities Transaction Tax, shall be exempt from tax.

c) Under Section 111A of the IT Act, capital gains arising from transfer of short term capital assets, being an equity share in a company which is subject to Securities Transaction Tax will be taxable under the IT Act at the rate of 15% (plus applicable surcharge and educational cess *).

d) Under Section 115AD of the IT Act, income of FIIs arising from securities (other than income by way of dividends referred to in section 115O of the IT Act) would be taxed at concessional rates as follows:

Nature of Income Rate of Tax (%)**

Income in respect of securities 20

Long term capital gains 10

Short term capital gains * 30

* However , short term capital gains referred to in section 111A shall be at the rate of 15 %**

** The above tax rates would be increased by the applicable surcharge and education cess.

The benefits of indexation and foreign currency fluctuations protection as provided under section 48 of the IT Act are not available to an FII.

e) Where the income arising from taxable securities transactions entered into in the course of business and such taxable securities transactions are included in the income computed under the head "Profits and gains from business and profession" the securities transaction tax paid on such transactions will be allowed as deduction from income under the head "Profits and gains of business or profession" under clause (xv) to sub section (1) of section 36 of the IT Act.

f) As per section 90(2) of the IT Act, provisions of the Double taxation Avoidance Agreement between India and the country of residence of the Non-Resident/ Non-Resident Indian would prevail over the IT Act to the extent they are more beneficial to the Non-Resident/ Non-Resident Indian.

2.4 Venture Capital Companies / Funds

As per the provisions of section 10(23FB) of the IT Act, income of

1) Venture Capital Company which has been granted a certificate of registration under the Securities and Exchange Board of India Act, 1992 and notified as such in the Official Gazette; and

2) Venture Capital Fund, operating under a registered trust deed or a venture capital scheme made by Unit Trust of India, which has been granted a certificate of registration under the Securities and Exchange Board of India Act, 1992 and fulfilling such conditions as may be notified in the Official Gazette, set up for raising funds for investment

in a Venture Capital Undertaking, is exempt from income tax. However, income received by a person out of investment made in a venture capital company or in a venture capital fund shall be chargeable to tax in the hands of such person.

2.5 Benefits available to Mutual funds

As per the provisions of section 10(23D) of the IT Act, subject to provisions of Chapter XII - E, Mutual Funds registered under the Securities and Exchange Board of India or Mutual Funds set up by the Public Sector Banks or Public Financial Institution or authorized by the Reserve Bank of India and subject to the conditions specified therein, would be eligible for exemption from the income tax on their income, including income from investment in shares of a company.

B. BENEFITS UNDER WEALTH TAX ACT, 1957

Shares in a company held by a shareholder will not be treated as an asset within the meaning of Section 2(ea) of Wealth-tax Act, 1957; hence, wealth tax is not leviable on shares held in a company.

Notes

- The above statement of Possible Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
- The above statement of Possible Direct Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India. Several of these benefits are dependent on the company or its shareholders fulfilling the conditions prescribed under the relevant tax laws.
- In respect to non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
- The statement of possible income tax benefits enumerated above is as per the Income Tax Act, 1961 as amended by the Finance Act, 2009.



CURRENCY OF PRESENTATION

In this Information Memorandum all references to “Rupees” or “Rs.” are to Indian Rupees, the legal currency of the Republic of India.



DIVIDEND POLICY

The Company does not have any formal dividend policy vis a vis the equity shares. The declaration and payment of equity dividend in a company is recommended by our Board of Directors and approved by the shareholders, at their discretion, and will depend on a number of factors, including but not limited to our profits, capital requirements and overall financial condition. The Company has not paid any dividend on its equity shares so far.

SECTION – 4 FINANCIAL INFORMATION

Auditors' Report

To
The Members of **Emami Infrastructure Limited**

We have audited the Balance Sheet of Emami Infrastructure Limited as at 31st March, 2010 and also the Profit & Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We further report that:

- a) We have 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 required by law have been kept by the company so far as appears from our examination of such books.
- c) The Balance Sheet, Profit & Loss Account & Cash Flow Statement referred to in this report are in agreement with the books of accounts and comply with the accounting standards referred to in Section 211(3C) of the Companies Act, 1956 to the extent applicable.
- d) On the basis of written representations received from the Directors and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2010 from being appointed as a director in terms of Section 274 (1) (g) of the Companies Act, 1956.
- e) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, *subject to note B (1)(e) in schedule (I) and read with other notes on accounts as per schedule (I)* give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i. In the case of Balance Sheet of the State of Affairs of the Company as on 31st March, 2010;
 - ii. In the case of the Profit & Loss Account of the Profit for the year ended on that date; and
 - iii. In the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we further report that:

- 1) The Company does not own Fixed Assets during the year; therefore, clause 4 (i) is not applicable.
- 2) The Company does not own Inventories during the year; therefore, clause 4 (ii) is not applicable.

- 3) (a) The Company has granted unsecured loans to two parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding amounts to Rs.425,350,000/- and the yearend balance is Rs.58,22,959/-
 - (b) The company has not taken unsecured loans from any company covered in the register maintained under section 301 of the Companies Act, 1956.
 - (c) The rate of interest and other terms and conditions in respect of above loans are prima facie not prejudicial to the interest of company.
 - (d) The payment of the principal amount and interest are also regular.
- 4) (a) According to the information and explanations given to us, particulars of contracts or agreements that needed to be entered into the register maintained under section 301 of the Companies Act, 1956, have been so entered.
 - (b) According to the information and explanations given to us, the company has not entered into any transactions in pursuance of such contracts or arrangements aggregating during the year to Rs 5, 00,000 or more in respect of each party listed in the register maintained under section 301 of the Companies Act, 1956 for purchase of goods, materials and sales of goods.
- 5) According to information and explanations given to us, the company has not accepted deposits from the public. Therefore, provisions of clause (vi) of paragraph 4 is not applicable.
- 6) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- 7) According to the information and explanations given to us in respect of statutory and other dues:
 - a) The company has been generally regular in depositing undisputed statutory dues, including Provident Fund and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, there were no undisputed amount payable in respect of these statutory dues which have remained outstanding as at 31st March 2010 for the period of more than six months from the date they became payable.
 - b) The Company does not have disputed statutory dues.
- 8) The Company does not have accumulated losses as at the end of the year and the company has not incurred cash losses during the current year but has incurred Cash losses in the immediately preceding financial period.
- 9) The Company has not taken loans from financial Institutions and banks; therefore, question of default does not arise.
- 10) According to the information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 11) In our opinion, the Company is not a chit fund/nidhi/ mutual benefit fund/ society. Therefore provisions of clause (xiii) of paragraph 4 of the order are not applicable.
- 12) According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.
- 13) According to the information given to us, the company has not given guarantees for loan taken by others from Banks.
- 14) To the best of our knowledge and belief and according to the information and explanations given to us, no term loans were availed by the company.
- 15) Based on overall examination of Balance Sheet of the Company as at March 31st 2010, short term funds were applied for the purpose for which they were obtained.



- 16) The company has not made preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act 1956, during the year.
- 17) 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.
- 18) Other clauses of the said order are not applicable.

For S. K. Agrawal & Company
Chartered Accountants
Registration No. 306033E

Place: Kolkata
Date: 09.07.2010

J.K.Roychowdhury
Partner
Membership No. 09271

EMAMI INFRASTRUCTURE LIMITED
BALANCE SHEET AS AT 31ST MARCH 2010

	<u>SCHEDULE</u>	As at 31.03.2010 AMOUNT (Rs.)	As at 31.03.2009 AMOUNT (Rs.)
<u>SOURCES OF FUNDS</u>			
<u>SHAREHOLDERS' FUNDS</u>			
Share Capital	A	48,596,784	100,000
Reserves and Surplus	B	341,067,762	-
<u>LOAN FUNDS</u>			
Unsecured Loan	C	125,479,609	-
		515,144,155	100,000
<u>APPLICATION OF FUNDS</u>			
<u>INVESTMENTS</u>	D	98,000,000	
<u>CURRENT ASSETS , LOANS & ADVANCES</u>			
Cash & Bank Balances	E	54,026,688	
Loans & Advances	F	399,311,987	70,848
		453,338,675	70,848
<u>CURRENT LIABILITIES & PROVISIONS</u>	G	36,194,520	1,655
NET CURRENT ASSETS		417,144,155	69,193
<u>MISCELLANEOUS EXPENDITURE</u> (To the extent not written off or adjusted)			
Preliminary Expenses		-	27,900
Profit & Loss Account		-	2,907
		515,144,155	100,000
Significant Accounting Policies & Notes On Accounts	I		

EMAMI INFRASTRUCTURE LIMITED
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31/03/2010

SCHEDULE	Year Ended 31.03.2010 AMOUNT (Rs.)	Period Ended 31.03.2009 AMOUNT (Rs.)
INCOME		
Profit on Sale of Long Term Trade Investment	453,372,407	-
Interest on loans		
(i) From Subsidiaries (TDS Rs. 22868/-, Previous Period Nil)	228,678	-
(ii) From Other Body Corporates (TDS Rs. 1069581/-, Previous Period Nil)	10,695,807	-
	464,296,892	-
EXPENDITURE		
Derivative Transactions	3,068	
Administrative & Other Expenses	102,086,949	2,907
Interest and Finance Charges	232,857,523	-
Preliminary Expenses W/off	27,900	-
	334,975,440	2,907
Profit/(Loss) before Tax	129,321,453	(2,907)
Less : Provision for Taxation		
Current Tax	22,500,000	-
Deferred Tax		-
	106,821,453	(2,907)
Profit / (Loss) after Tax	106,821,453	(2,907)
Add/(Less) : Balance Brought forward	(2,907)	-
	106,818,546	(2,907)
Balance carried to Balance Sheet	106,818,546	(2,907)
Earning per share - Basic & Diluted	20.20	(0.06)
Significant Accounting Policies & Notes of Account	I	

EMAMI INFRASTRUCTURE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2010

	Year Ended 31.03.2010		Period Ended 31.03.2009	
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
A. Cash flow from operating Activities:				
Net profit before Tax and Extraordinary Items		129,321,453		(2,907)
<u>Adjustments</u>				
<u>Add :</u>				
Interest and Finance Charges	232,857,523		-	
Preliminary Expenses Written off	27,900	232,885,423	(27,900)	(27,900)
		362,206,876		(30,807)
<u>Less :</u>				
Interest Received	10,924,485			
Profit on Sale of Investment	453,372,407	464,296,892		-
Operating Profit before working capital Changes		(102,090,016)		(30,807)
<u>Add: (Increase)/Decrease in Current Assets</u>		(376,648,691)		(70,848)
			-	
		(478,738,707)		(101,655)
<u>Add: Increase/(Decrease) in Current Liabilities</u>				
Current Liabilities		13,692,865		1,655
Cash Generated from Operations		(465,045,842)		(100,000)
Less:- Taxes paid		22,592,448		-
Net Cash flow from Operating activities		(487,638,290)		(100,000)
B. Cash Flow from Investing Activities:				
Interest Received	10,924,485		-	
Sale of Investment	2,106,372,407	2,117,296,892	-	
			-	
Net Cash Inflow from Investing Activities		2,117,296,892		-

C. Cash Flow from Financing Activities:	Issue of share capital	400,000		100,000	
	Proceeds from borrowings	(1,343,174,391)		-	
	Interest Paid	(232,857,523)	(1,575,631,914)		100,000
	Net Cash Inflow in the course of Financing Activities		(1,575,631,914)		100,000
	Net Increase/ Decrease in cash/cash Equivalents (A+B+C)		54,026,688		-
	Cash and Cash Equivalents Opening Balance		-		-
	Cash and Cash Equivalents - Closing balance		54,026,688		-

EMAMI INFRASTRUCTURE LIMITED
SCHEDULE TO THE ACCOUNTS

	As at 31.03.2010	As at 31.03.2009
	<u>AMOUNT(Rs.)</u>	<u>AMOUNT (Rs.)</u>
<u>SCHEDULE - A</u>		
<u>SHARE CAPITAL</u>		
<u>AUTHORISED</u>		
2,50,00,000 Equity Shares of Rs.2/- (Previous Period		
50,000 Equity Shares of Rs. 10/-) each	50,000,000	500,000
<u>ISSUED, SUBSCRIBED & PAID UP</u>		
2,42,98,392 Equity Shares of Rs.2/- (Previous Period		
10,000 Equity Shares of Rs. 10/-) each fully paid up	48,596,784	100,000
	48,596,784	100,000
*Includes 24048392 Equity Shares allotted for consideration other than cash pursuant to scheme of arrangement.		
<u>SCHEDULE - B</u>		
<u>RESERVES AND SURPLUS</u>		
Capital Reserve	234,249,216	-
Profit & Loss Account	106,818,546	-
	341,067,762	-
<u>SCHEDULE - C</u>		
<u>UNSECURED LOANS</u>		
From a Body Corporate	125,479,609	-
	125,479,609	-
<u>SCHEDULE - E</u>		
<u>CASH & BANK BALANCES</u>		
Cash in Hand	19,450	-
Balance with Scheduled Bank in Current Account	54,007,238	-
	54,026,688	-
<u>SCHEDULE - F</u>		
<u>LOANS & ADVANCES (UNSECURED, CONSIDERED GOOD)</u>		
<u>Loans</u>		
Subsidiaries		

	26,305,810	-
Others	276,226,227	70,848
Advances Recoverable in cash or in kind or for value to be received	74,187,502	-
Advance Income Tax	22,592,448	-
	399,311,987	70,848

SCHEDULE - G
CURRENT LIABILITIES & PROVISIONS

(A) Current Liabilities	13,694,520	1,655
(B) Provisions		
For Taxation	22,500,000	-
	36,194,520	1,655

SCHEDULE - H
ADMINISTRATIVE & OTHER EXPENSES

Rent & Maintenance Charges	148,908	-
Electricity Charges	27,674	-
Rates & Taxes	9,692	-
Salaries & Wages	129,151	-
Contribution to Provident & Other Funds	13,176	-
Donations	100,000,000	-
Directors' Fees	35,000	-
Miscellaneous Expenses	1,602,018	1,252
Auditors Remuneration		
Audit Fees	55,150	1,655
Tax Audit	11,030	-
Certification Fees	55,150	-
	102,086,949	2,907

SCHEDULE – I

A. SIGNIFICANT ACCOUNTING POLICIES

I. GENERAL

These accounts have been prepared under historical cost convention in accordance with generally accepted accounting principles and provision of the Companies Act, 1956 and the Accounting Standards notified in Companies (Accounting Standards) Rules 2006, to the extent applicable.

II. 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 Profit & Loss Account.

III. PROVISIONS & 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.

IV. BORROWING COST

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

V. REVENUE RECOGNITION

Income & expenditure are recognised on accrual basis.

VI. 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.

VII. TAXATION

Provision for Tax is made for both current and deferred taxes. Provision for current tax is made at the current tax rates based on assessable income. 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 of earlier years. Deferred tax assets are recognised only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

VIII. PRELIMINARY EXPENSES

Preliminary expenses were written off during the year.

IX. RETIREMENT BENEFITS

a. The Company makes contributions towards provident fund to a defined contribution retirement benefit plan for qualifying employees. Both the employees and the Company make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary.

b. Short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised undiscounted during the period employee renders services.

X. 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. The weighted average numbers of equity shares outstanding during the period are adjusted for the events of bonus issued and share split.

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.

B. NOTES ON ACCOUNTS

1.a) In terms of the Scheme of Arrangement (hereinafter referred as “the Scheme”) pursuant to provisions of sections 391 to 394 of the Companies Act, 1956, between the Emami Ltd., its Subsidiary Company, The Zandu Pharmaceutical Works Limited (Zandu) and Emami Infrastructure Limited (EIL) and their respective share holders, as approved by the shareholders of the respective Companies in the Court convened meeting held on 11th September, 2009 and sanctioned by the Honourable High Court, Kolkata vide its order dated 17th November, 2009, Realty Undertaking of Emami Ltd., including Emami Realty Limited and Emami Ltd’s interest in Zandu’s Non Core Business including Real Estate, is demerged into the Company with effect from the appointed date i.e. 5th November, 2008. The aforesaid scheme is effective from 2nd December, 2009, being the date of filing of the certified copy of the Order of the Honourable High Court, Kolkata with the Registrar of Companies, West Bengal. The scheme has accordingly been given effect to in these financial statements.

b) In terms of the Scheme, the Company has issued Equity Shares to the Shareholders of Emami Limited in proportion to one Equity share of the Company of Rs 2/- each fully paid up for every three equity shares of Emami Limited of Rs 2/- each fully paid up aggregating to 2,40,48,392 equity shares amounting to Rs 4,80,96,784/-.

c) Emami Realty Undertaking with all its Assets and Liabilities pertaining to this division is demerged from Emami Limited on a going concern basis into the Company in terms of the Scheme.

d) In terms of the Scheme, all assets and liabilities of Emami Realty undertaking are transferred to the Company at book value as detailed below:-

Particulars	Nos	Rs.	Assets (Rs.)	Liabilities (Rs.)
Trade Investments (Long Term)				
a) Zandu Realty Limited	5,55,636	1,653,000,000		
b) Emami Realty Limited	20,00,000	98,000,000	1,751,000,000	
Unsecured Loans				1,343,000,000
Sundry Creditors				125,654,000
Capital Reserve				234,249,216
Share Capital				48,096,784
Total	2,555,636	1,751,000,000	1,751,000,000	1,751,000,000

e) Emami Limited has carried on the business and activities of the demerged Emami Realty Undertaking from the appointed date onwards till the effective date and has held and possessed all the assets and properties of the Emami Realty undertaking for and on account of and in trust of the Company. All profit or income accruing or arising to the Company or expenditure or losses arising or incurred by it relating to Emami Realty undertaking from the appointed date i.e. 5th November 2008, till the effective date i.e. 2nd December 2009 are for all purposes, treated and deemed to be accrued as the profit or income or expenditure or losses, as the case may be, of the Company and thus accounted for accordingly in these financial statements under the respective heads.

f) In terms of the Scheme, the excess of the net assets of Emami Realty undertaking as reduced by the value of the shares issued to the shareholders of Emami Limited is credited to Capital Reserve.

2. Equity Shares of the Company have been subdivided from one share of Rs.10/- each to five shares of Rs.2/- each in terms of the Ordinary Resolution passed in the Extraordinary General Meeting held on 03.06.2009.

3. Related Party Transactions:

A. Parties where control Exists:	% of Holding
Subsidiaries	
Emami Realty Limited	100%
1. Emami Ashiana Private Limited	100%
2. Emami Rainbow Niketan Private Limited	100%
3. Nathvar Tracon Private Limited *	100%

4. Octagon BPO Private Limited	100%
5. New Age Realty Private Limited	60%
6. Emami Constructions Private Limited	80%
7. Delta PV Private Limited	55%
Zandu Realty Limited** #	68.90%

* Ceased to be subsidiary w.e.f 28th January, 2010

** Ceased to be subsidiary w.e.f 4th February, 2010

Has become an associate of Emami Rainbow Niketan Pvt. Ltd, a wholly owned step down subsidiary w.e.f 31.03.10

B. Key Management Personnel:

Shri Rajesh Bagaria (w.e.f 30th April, 2009)

Shri Raj K.Sureka (w.e.f 30th April, 2009)

Shri Mohan Goenka (upto 25th January, 2010)

Shri H. V. Agarwal (upto 25th January, 2010)

C. Other Related Parties with whom transactions have taken place during the year:

Entities where Key Management Personnel and their relatives have significant control

- 1) Emami Limited
- 2) Emami Cement Limited
- 3) Emami Vriddhi Commercial Pvt. Ltd.
- 4) TMT Viniyogan Ltd.

D. Transactions:

Particulars	Subsidiaries		Key Management Personnel		Entities where Key Management Personnel and their relatives have significant control		Total	
	31.03.10 (Rs.)	31.03.09 (Rs.)	31.03.10 (Rs.)	31.03.09 (Rs.)	31.03.10 (Rs.)	31.03.09 (Rs.)	31.03.10 (Rs.)	31.03.09 (Rs.)
Directors' Fees	-	-	10000	-	-	-	10000	-
Rent & Maintenance Charges	-	-	-	-	148908	-	148908	-
Corporation Tax	-	-	-	-	3992	-	3992	-
Electricity Charges	-	-	-	-	27674	-	27674	-
Loan Received	-	-	-	-	1567201258	-	1567201258	-
Interest Paid	-	-	-	-	134309279	-	134309279	-
Interest Received	-	-	-	-	6721819	-	6721819	-
Sale of Investments in Subsidiary	601290900	-	-	-	-	-	601290900	-
Share Application	-	-	-	-	348000000	-	348000000	-
Share Application Refunded	-	-	-	-	348000000	-	348000000	-
Issue of Shares	-	-	545550	-	-	-	545550	-
Balance as on 31st March, 2010								
A. Investments	98000000	-	-	-	-	-	98000000	-
B. Loans/Advances Given	26305810	-	-	-	5843827	-	32149637	-
C. Loan Received	-	-	-	-	125479609	-	125479609	-

E. Disclosures of amounts at the year end and the maximum amount of loans & advances outstanding during the year:

Name of the Party	Nature of Relationship	Maximum outstanding during the year 2009-10	Outstanding as at 31st March, 2010	Maximum outstanding during the year 2008-09
		Rs.	Rs.	Rs.
Emami Realty Limited	Wholly Owned Subsidiary	26,305,810	-	-

4. Computation of Earning per share as per AS – 20:

Particulars	Year ended on 31.03.2010	Period ended on 31.03.2009
Net Profit/(Loss) (Rs.)	106,821,453	(2,907)
Weighted average number of shares	5,289,250	50,000
Earning per share - Basic & Diluted (Rs.)	20.20	(0.06)

5. The Authorised Capital of the Company has been increased from Rs. 5,00,000/- to Rs. 5,00,00,000/- as per Ordinary Resolution passed in the Extraordinary General Meeting held on 30.11.2009.
6. The Company operates in a single business segment. Therefore, segment reporting as per AS-17 notified by Companies (Accounting Standards) Rules 2006 is not applicable.
7. As the Company does not have liability of long term Employee benefits, disclosures as per AS-15 notified by Companies (Accounting Standards) Rules 2006 are not made.
8. The name of the Company has been changed from "Slick Properties Limited" to "Emami Infrastructure Limited" w.e.f. 01.07.2009 vide fresh Certificate of Incorporation issued by Registrar of Companies, West Bengal.
9. Previous period's figures are not comparable as the effect of the Scheme of Arrangement as referred herein above are given to in these financial statements.
10. Previous period's figures have been rearranged/regrouped wherever necessary.

FINANCIAL AND OTHER INFORMATION OF COMPANIES UNDER THE SAME MANAGEMENT

The top five companies which are the part of our promoter Group are as follows:

1. Emami Limited
2. Zandu Realty Limited (formerly The Zandu Pharmaceutical Works Limited)
3. CRI Limited
4. AMRI Hospitals Limited
5. Emami Frank Ross Limited
6. Emami Paper Mills Limited

Subsidiary Companies and stepdown subsidiary companies

7. Emami Realty Limited
8. Delta PV Private Limited
9. Emami Constructions Private Limited
10. Emami Ashiana Private Limited
11. Octagon BPO Private Limited
12. New Age Realty Private Limited
13. Emami Rainbow Niketan Private Limited

1. Emami Limited

Emami Limited was incorporated on March 11, 1983 in the name of A.M.P. Udyog Viniyog Limited. In the year 1994, Himani Limited was merged with A.M.P. Udyog Viniyog Limited by Hon'ble Calcutta High Court Order dated February 08, 1994 and the name of the Company was changed to "Himani Limited". In the year 1998, Emami Limited (which was earlier a partnership firm known as Kemco Chemicals set up in the year 1974 and then converted into a public limited company in April 1995), was merged with Himani Limited vide Hon'ble Calcutta High Court Order dated July 21, 1998 and the name of the company was changed to "Emami Limited" and fresh certificate of incorporation was obtained from Registrar of Companies, West Bengal dated September 01, 1998. The shares of Emami Limited are listed on NSE, BSE and CSE. Presently, the registered cum corporate office of the company is situated at Emami Tower 687, Anandapur, E.M. bypass, Kolkata - 700 107(West Bengal). The company is presently engaged in the business of personal, beauty and healthcare products.

Corporate Identity Number: L63993WB1983PLC036030

Shareholding Pattern

The shareholding pattern of Emami Limited as on 31.03.2010 is as follows:

Particulars	No. of Shares	% of Shareholding
Promoter & Promoter Group	5,50,29,619	72.74
Others	2,06,26,254	27.26
TOTAL	7,56,55,873	100.00

Board of Directors

The Board of Directors of Emami Limited comprises of:

Sl. No.	Name	Designation
1.	Radheshyam Agarwal	Executive Chairman
2.	Sushil Kumar Goenka	Managing director
3.	Mohan Goenka	Whole-time director
4.	Aditya Vardhan Agarwal	Whole-time director
5.	Harsh Vardhan Agarwal	Whole-time director
6.	Priti Sureka	Whole-time director
7.	Kashi Nath Memani	Director
8.	Shrawan Kumar Todi	Director
9.	Viren J Shah	Director

Sl. No.	Name	Designation
10.	Padamshree Vaidya Suresh Chaturvedi	Director
11.	Radheshyam Goenka	Director
12...	Yogendra Premkrishna Trivedi	Director
13.	Satya Brata Ganguly	Director
14.	Amit Kiran Deb	Director

Change in the Management

There has been no change in the management of Emami Limited in the last three years.

Financial Performance

The financial performance of the company for the last three years is as follows: (Rs. in Lacs)

Particulars	31.03.2010	31.03.2009	31.03.2008
Total Income	104498.67	75,682.58	62,141.08
Profit after Taxation	16972.74	9185.99	9,018.67
Equity Capital	1513.12	1313.11	1,242.90
Reserves (Excluding Revaluation	61,029.18	28,812.31	27,393.25
Misc. Expenditure	3.98	13.30	-
Net Worth	62,538.32	30,112.12	28,636.15
NAV per share	82.66	48.46	46.08
Earnings per shares(EPS)in Rs.	23.26	14.45	14.51
No. of Equity Shares	7,56,55,873	6,21,45,177	6,21,45,177

(In Rs.)

Month	NSE		BSE		CSE	
	High	Low	High	Low	High	Low
January 2010	570	481	567	475	N.T	N.T
February 2010	619.90	502	620	450	N.T	N.T
March 2010	635	545.10	635.3	545.05	N.T	N.T
April 2010	751.40	615	750.1	614	N.T	N.T
May 2010	704	621.65	705	625	N.T	N.T
June 2010	832.90	641.50	834	645	N.T	N.T

Emami is not a Sick Industrial Company within the meaning of the SICA.

2. Zandu Realty Limited (formerly The Zandu Pharmaceutical Works Limited)

Zandu was incorporated on December 10, 1919 under the Indian Companies Act 1913 vide Certificate of Incorporation No. 136397. The management of Zandu was taken over by Emami Limited in October, 2008. Pursuant to the scheme of Arrangement duly approved by the Hon'able High Court, Calcutta, Zandu became the subsidiary of EIL and w.e.f. 02.02.2010 its ceased to be the subsidiary of EIL. Presently, the registered cum corporate office of the company is situated at "Emami Tower", 687, Anandapur, E.M. bypass, Kolkata 700 107(West Bengal). The shares of the company are listed on BSE and NSE. The company is engaged in Real Estate business.

Corporate Identity Number: L24239WB1919PLC136397

Shareholding Pattern

The shareholding pattern of Zandu as on 31.03.2010 is as follows:

Particulars	No. of Shares	% of Shareholding
Promoter & Promoter Group	286329	35.51%
Others	520071	64.49%
TOTAL	8,06,400	100.00%

Board of Directors

The Board of Directors of Zandu comprises of:

Sl. No.	Name	Designation
1.	Yogendra Premkrishna Trivedi	Chairman
2.	Mohan Goenka	Jt. Managing Director
3.	Harsh Vardhan Agarwal	Jt. Managing Director
4.	Padmanabh Pundarikray Vora	Director
5.	Anand Rathi	Director
6.	Abhijit Datta	Director
7.	Amar Bhalotia	Director
8.	Raj K Sureka	Director
9.	Rajesh Nemichand Jain	Director
10.	Krishna Kumar Khemkha	Director
11.	Rajesh Bagaria	Director

Change in the management

The management of Zandu was taken over by Emami Limited in October, 2008. The management of Zandu is transferred from Emami to EIL as per the Scheme of arrangement and w.e.f. 04.02.2010 it has ceased to be a subsidiary of EIL. It become associate company of Emami Rainbow Niketan Pvt. Ltd. w.e.f. 31.03.2010., which is a wholly owned step down subsidiary of EIL.

Financial Performance

The financial performance of the company for the last three years is as follows: (Rs. in Lacs)

Particulars	31.03.2010	31.03.2009	31.03.2008
Total Income	216.24	11,308.55	17,306.79
Profit after Taxation	139.08	1263.15	1,648.30
Equity Capital	806.40	806.40	806.40
Reserves (Excluding Revaluation Reserve)	1634.09	1495.02	7,257.36
Misc. Expenditure	-	-	-
Net Worth	2440.49	2301.42	8,063.76
NAV per share	302.64	285.39	999.97
Earnings per shares(EPS)in Rs.	17.25	156.64	204.40
No. of Equity Shares	806400	806400	806400

(In Rs.)

Month	NSE		BSE	
	High	Low	High	Low
January 2010	6754	4450	6050	4458
February 2010	5925	4045	5925	4054
March 2010	4334	3950	4337.40	3925.05
April 2010	4178	3501.05	4180	3500
May 2010	3747.95	2525.10	3741	2513
June 2010	3305.00	2925.00	3309	3000

Zandu is not a Sick Industrial Company within the meaning of the SICA.

3. CRI Limited

CRI Limited was originally incorporated as Cash Register Company (India) Private Limited under the Companies Act, 1956 on May 16th, 1974 vide Certificate of Incorporation no. 29425. The Company changed its name to CRI Private Limited on May 19th, 1984. On May 5th, 1994 the Company changed its

name to CRI Limited and was granted a fresh Certificate of Incorporation by the Registrar of Companies, West Bengal. The Company is engaged in Manufacturing of Tips for Ball Pen Refills, Ball Pen Refill and Servicing and Maintenance of Machines.

Corporate Identity Number: U24233WB2002PLC094530

Shareholding Pattern

The current shareholding pattern of CRI Limited is as follows:

Particulars	No. of Shares	% of Shareholding
Promoter & Promoter Group	65,07,800	88.16%
Others	8,74,500	11.84%
Total	73,82,300	100.00%

Board of Directors

The Board of Directors of CRI Limited comprises of:

Sl. No	Name	Designation
1.	Raj K Sureka	Managing Director
2.	Raj Kumar Goenka	Whole Time Director
3.	Jagdish Prasad Agarwal	Whole Time Director
4.	Aditya Vardhan Agarwal	Director
5.	Manish Goenka	Director
6.	Prashant Goenka	Director
7.	Swapam Kumar Mondal	Director
8.	Rajendra Kumar Jatia	Director
9.	Ram Gobind Ganeriwal	Director

Change in the management

There has been no change in the management of CRI Limited in the last three years.

Financial Performance

The financial performance of the company for the last three years is as follows:

Particulars	(Rs in Lacs)		
	31.03.2007	31.03.2008	31.03.2009
Total Income	4952.78	5,673.74	5,400.33
Profit after Taxation	75.27	17.54	104.61
Equity Capital	725.03	725.03	725.03
Reserves (Excluding Revaluation Reserve)	1704.79	1,715.93	1,686.17
Misc. Expenditure	-	-	-
Net Worth	2429.82	2,440.96	2,411.20
NAV per share	33.51	33.67	33.26
EPS per share	1.04	0.24	1.44
No. of Equity Shares	72,50,300	72,50,300	72,50,300

CRI Limited is not a Sick Industrial Company within the meaning of the SICA.

4. AMRI Hospitals Limited

AMRI Hospitals was originally incorporated as Susruta Clinic & Research Institute for Advanced Medicine Private Limited under the Companies Act, 1956 on April 16th, 1986 vide Certificate of Incorporation no. 40525. The Company changed its name to Susruta Clinic & Research Institute for Advanced Medicine Limited on September 15th, 2008. On May 7th, 2009 the Company changed its name to AMRI Hospitals Limited and was

granted a fresh Certificate of Incorporation by the Registrar of Companies, West Bengal. The Company is engaged in providing Hospital Service.

Corporate Identity Number: U85110WB1986PLC04055

Shareholding Pattern

The current shareholding pattern of AMRI Hospitals Limited is as follows:

Particulars	No. of Shares	% of Shareholding
Promoter and Promoter Group	21564600	94.06%
Others	1362880	5.94%

Board of Directors

The Board of Directors of AMRI Hospitals Limited comprises of:

Sl. No.	Name	Designation
1.	Soumendra Nath Banerjee	Chairman
2.	Mani Kumar Chhetri	Managing Director
3.	Shrawan Kumar Todi	Director
4.	Rahul Todi	Director
5.	Aditya Vardhan Agarwal	Director
6.	Radheshyam Goenka	Director
7.	Radheshyam Agarwal	Director
8.	Manish Goenka	Director
9.	Dayanand Agarwal	Director
10.	Ravi Todi	Director
11.	Priti Sureka	Director
12.	Prashant Goenka	Director
13.	Pronab Dasgupta	Director
14.	Ashim Kumar Das	Director

Change in the management

There has been no change in the management of AMRI Hospitals Limited in the last three years.

Financial Performance

The financial performance of the company for the last three years is as follows:

Particulars	(Rs in Lacs)		
	31.03.2007	31.03.2008	31.03.2009
Total Income	2,541.79	3,276.83	15,159.69
Profit after Taxation	(29.33)	141.83	269.51
Equity Capital	426.51	426.51	2,292.75
Reserves (Excluding Revaluation Reserve)	354.31	500.05	1,189.81
Misc. Expenditure	0.06	-	-
Net Worth	780.77	926.56	3,482.56
NAV per share	18.31	21.72	17.00
EPS per share	(0.69)	3.33	1.32
No. of Equity Shares	42,65,080	42,65,080	2,04,86,384

AMRI Hospitals Limited is not a Sick Industrial Company within the meaning of the SICA.

5. Emami Frank Ross Limited

Frank Ross & Company Limited was incorporated on January 31, 1919. It changed its name to Frank Ross Limited on 22.03.1984. On February 18, 2008 the name of the company was changed to Emami Frank Ross Limited. The Company is listed on The Calcutta Stock Exchange Association Limited. Presently it is engaged in running chain of retail medicine shops.

Corporate Identity Number: L24232WB1919PLC003123

Shareholding Pattern

The current shareholding pattern of Emami Frank Ross Limited is as follows:

Particulars	No. of Shares	% of Shareholding
Promoter & Promoter Group	1390300	66.75
Others	692407	33.25
Total	2082707	100.00

Board of Directors

The Board of Directors of Emami Frank Ross Limited comprises of:

Sl. No.	Name	Designation
1.	Rajendra Kumar Jatia	Managing director
2.	Dhiraj Agarwal	Director
3.	Rajesh Sharma	Director
4.	Suresh Kumar Goenka	Whole-time director
5.	Harsh Vardhan Agarwal	Director
6.	Priti Sureka	Director
7.	Gautam Jatia	Director
8.	Ashish Goenka	Director
9.	Anurag Jatia	Director

Change in the management

There has been no change in the management of Emami Frank Ross Limited in the last three years.

Financial Performance

The financial performance of the company for the last three years is as follows:

Particulars	(Rs in Lacs)		
	31.03.2007	31.03.2008	31.03.2009
Total Income	2,903.04	5,807.57	8,655.68
Profit after Taxation	66.37	85.44	83.90
Equity Capital	132.98	132.98	132.98
Reserves (Excluding Revaluation Reserve)	260.22	309.69	393.57
Misc. Expenditure	-	-	-
Net Worth	393.20	442.67	526.55
NAV per share	29.57	21.25	25.28
EPS per share	4.99	4.10	4.03
No. of Equity Shares	1329806	2082707	2082707

The shares of Emami Frank Ross Limited are listed at CSE only and there is no trading in the shares during the last 6 months.

It is not a Sick Industrial Company within the meaning of the SICA.

6. Emami Paper Mills Limited (EPML)

Emami Paper Mills Limited was incorporated on 26.09.1981 with Registrar of Companies Kolkata. (CIN NO L21019WB1981PLC034161). EPML's registered office is situated at Emami tower, 687, E. M. Bypass, Kolkata- 700107. EPML is engaged in the business of manufacturing of newsprint, writing and printing paper. . It is currently listed on BSE, CSE and UP Stock Exchange

Shareholding Pattern

The current shareholding pattern of Emami Paper Mills Limited is as follows:

Particulars	No. of Shares	% of Shareholding
Promoter & Promoter Group	45374287	75.00
Others	15124763	25.00
Total	60499050	100.00

Board of Directors

The Board of Directors of Emami Paper Mills Limited comprises of:

Sl. No.	Name	Designation
1.	R.S. Goenka	Executive Chairman
2.	R.S. Agarwal	Director
3.	P.S.Patwari	Whole Time Director
4.	Manish Goenka	Whole Time Director
5.	A.V. Agarwal	Director
6.	S.K. Khaitan	Director
7.	S.K. Todi	Director
8.	U.G. Bhat	Director
9.	N. Mishra	Director
10.	J. Godbole	Director
11.	H.M. Marda	Director

Financials

Particulars	(Rs. in Lacs)		
	2009	2008	2007
Equity Capital	1,209.98	1,209.98	1,209.98
Total Income	44,386.50	23,067.45	17,291.20
Profit/(Loss) After Tax (PAT)	2,208.26	1,360.08	1,801.70
Earnings Per Share (EPS) in Rs.	3.65	2.25	3.83
Net Asset Value per share (NAV) in Rs.	26.16	23.36	22.58

Month	BSE	
	High	Low
June 2010	75.30	40.10

Trading in BSE is commenced from June 2010.

EPML is not a Sick Industrial Company within the meaning of the SICA.

7. Emami Realty Limited (ERL)

Emami Realty Limited was incorporated on 23.11.2006, with Registrar of Companies Kolkata. (CIN NO.U45200WB2006PLC111894).ERL's registered office is situated at Emami tower, 687, E. M .Bypass, Kolkata-700107. ERL is engaged in the business Real estate. Pursuant to the scheme, ERL has become 100% subsidiary of EIL.

Sl. No.	Name	Designation
1.	R.S. Agarwal	Director
2.	R.S. Goenka	Director
3.	Basant Kumar Parakh	Director
4.	Rajesh Bagaria	Director
5.	Raj K Sureka	Director
6.	Hari Mohan Marda	Director

Financials

(Rs. in Lacs)

Particulars	2009	2008	2007
Equity Capital	200.00	200.00	5.00
Total Income	631.41	26.00	255.39
Profit/(Loss) After Tax (PAT)	(52.08)	18.20	217.47
Earnings Per Share (EPS) in Rs.	(2.60)	0.91	435.00
Net Asset Value per share (NAV) in Rs.	58.13	60.75	443.09

ERL is not a Sick Industrial Company within the meaning of the SICA.

8. Delta PV Private Limited

Delta PV Pvt. Ltd, incorporated on 11-08-1994, with Registrar of Companies Kolkata. (CIN NO. U40106WB1994PTC064439). Its registered office is situated at Emami tower, 687, E. M .Bypass, Kolkata- 700107. It is engaged in the business Real estate.

Sl. No	Name	Designation
1.	Rajesh Bagaria	Director
2.	Raj K Sureka	Director
3.	Basant Kumar Parakh	Director

(Rs. in Lacs)

Particulars	2009	2008	2007
Equity Capital	45.00	45.00	45.00
Total Income	0.33	0.00	0.00
Profit/(Loss) After Tax (PAT)	(0.69)	(1.88)	(17.78)
Earnings Per Share (EPS) in Rs.	(0.15)	(0.42)	(0.0023)
Net Asset Value per share (NAV) in Rs.	5.48	5.63	6.05

It is not a Sick Industrial Company within the meaning of the SICA.

9. Emami Constructions Private Limited

Emami Constructions Pvt.Ltd, incorporated on 03-08-2007, with Registrar of Companies Kolkata. (CIN NO. U70101WB2007PTC117597). Its registered office is situated at Emami tower, 687, E. M .Bypass, Kolkata- 700107. It is engaged in the business Real estate.

Sl. No	Name	Designation
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1.	Rajesh Bagaria	Director
2.	Raj K Sureka	Director
3.	Bimal Kumar Kedia	Director

Financials**(Rs. in Lacs)**

Particulars	2009	2008	2007
Equity Capital	10.00	10.00	N.A
Total Income	0.02	0.00	N.A
Profit/(Loss) After Tax (PAT)	(.27)	(.49)	N.A
Earnings Per Share (EPS) in Rs.	(0.27)	(0.49)	N.A
Net Asset Value per share (NAV) in Rs.	9.24	9.51	N.A

It is not a Sick Industrial Company within the meaning of the SICA.

10. Emami Ashiana Private Limited

Emami Ashiana Pvt.Ltd, incorporated on 17-09-1996, with Registrar of Companies Kolkata. (CIN NO. U70101WB1996PTC081365). Its registered office is situated at Emami tower, 687, E. M .Bypass, Kolkata- 700107. It is engaged in the business Real estate.

Sl. No.	Name	Designation
1.	Rajesh Bagaria	Director
2.	Raj K Sureka	Director
3.	Basant Kumar Parakh	Director

Financials**(Rs. in Lacs)**

Particulars	2009	2008	2007
Equity Capital	5.00	1.00	1.00
Total Income	0.00	0.00	1.23
Profit/(Loss) After Tax (PAT)	(0.17)	(0.22)	0.87
Earnings Per Share (EPS) in Rs.	(0.34)	(2.16)	8.74
Net Asset Value per share (NAV) in Rs.	9.07	7.09	9.25

It is not a Sick Industrial Company within the meaning of the SICA.

11. Octagon BPO Private Limited

Octagon BPO Pvt.Ltd, incorporated on 18-05-2005, with Registrar of Companies Kolkata. (CIN NO. U72200WB2005PTC103211). Its registered office is situated at Emami tower, 687, E. M .Bypass, Kolkata- 700107. It is engaged in the business Real estate.

Sl. No.	Name	Designation
1.	Rajesh Bagaria	Director
2.	Raj K Sureka	Director
3.	Basant Kumar Parakh	Director

Financials**(Rs. in Lacs)**

Particulars	2009	2008	2007
Equity Capital	5.00	3.10	3.10

Total Income	0.00	0.00	0.00
Profit/(Loss) After Tax (PAT)	(0.31)	(0.58)	0.00
Earnings Per Share (EPS) in Rs.	(0.62)	(1.86)	0.00
Net Asset Value per share (NAV) in Rs.	7.42	6.40	7.84

It is not a Sick Industrial Company within the meaning of the SICA.

12. New Age Realty Private Limited

New Age Realty Private Limited, incorporated on 09-02-2007, with Registrar of Companies Kolkata. (CIN NO. U70101WB2007PTC113240). Its registered office is situated at Emami tower, 687, E. M .Bypass, Kolkata- 700107. It is engaged in the business Real estate.

Sl. No	Name	Designation
1.	Rajesh Bagaria	Director
2.	Raj K Sureka	Director
3.	Basant Kumar Parakh	Director
4.	Suresh T. Menda	Director
5.	Hari Khemchand	Director

Financials

(Rs. in Lacs)

Particulars	2009	2008	2007
Equity Capital	5.00	5.00	1.00
Total Income	0.00	0.00	0.00
Profit/(Loss) After Tax (PAT)	(0.81)	(0.51)	(0.17)
Earnings Per Share (EPS) in Rs.	(1.62)	(1.02)	(1.70)
Net Asset Value per share (NAV) in Rs.	6.72	8.20	5.37

It is not a Sick Industrial Company within the meaning of the SICA.

13. Emami Rainbow Niketan Private Limited

Emami Rainbow Niketan Private Limited, incorporated on 07-08-1995, with Registrar of Companies Kolkata. (CIN NO. U45203WB1995PTC073386). Its registered office is situated at Emami tower, 687, E. M .Bypass, Kolkata- 700107. It is engaged in the business Real estate.

Sl. No	Name	Designation
1.	Rajesh Bagaria	Director
2.	Raj K Sureka	Director
3.	Bimal Kumar Kedia	Director

Financials

(Rs. in Lacs)

Particulars	2009	2008	2007
Equity Capital	5.00	1.00	1.00
Total Income	60.72	0.00	3.82
Profit/(Loss) After Tax (PAT)	(0.46)	(0.21)	(0.88)
Earnings Per Share (EPS) in Rs.	(0.92)	(2.11)	(8.77)
Net Asset Value per share (NAV) in Rs.	(1.42)	7.40	9.41

It is not a Sick Industrial Company within the meaning of the SICA.



MANAGEMENT DISCUSSION AND ANALYSIS

Today India is seen as prime destinations for investments by overseas investors across abroad particularly in real estate sector. It is attracting huge quantum of Foreign Direct Investment (FDI) on account of its excellent economic performance and recently real estate sector has also been deregulated and liberalized. Increase in middle class demand for housing, expansion of organized real estate sector, strong demographic imputes, easy availability of finance are key growth drivers for real estate sector.

Housing Real Estate Demand: Several factors including rapid population growth, rising incomes, emergence of nuclear families, tax incentives, availability of home loans at competitive rates are for the growth demand for houses and hence extensive residential construction. There is currently a shortage of around 20 million units and the demand is expected to rise in the forthcoming years. The current scenario is very conducive for investment in the housing real estate sector.

Retail Real Estate: Today, the face of Indian real estate sector is changing. The traditional stores are being replaced by retail chains, shopping centers, supermarkets and hypermarkets. From the beginning of 2006, the Government has allowed FDI in retailing, with 51% participation. The retailing sector is projected to reach US\$ 23 billion by 2010. This growth in the real estate sector will inevitably provide strong impetus to the retail real estate.

Structure: Real estate is a highly fragmented sector with only a few organized players. Most real estate developers have only a local or regional presence and there is moderate participation from large corporations till now.

1. Business Overview

Emami Infrastructure Limited poised to become one of the leading Real Estate Development Company with focus on construction and development of residential as well as commercial property. The company operations expand all aspect of Real Estate Division which includes identification and acquisition of land planning, execution and marketing of Real Estate Projects.

2. Strengths

Real estate sector is second larger employment generator next to agriculture in India. Private sector participation is increasing day by day to meet the demand of real estate projects. Pursuant to the Scheme, the Company has been vested with the Real Estate Undertaking, as defined under the Scheme, comprising inter-alia equity shares in Emami Realty Limited and Zandu Realty Limited (formerly The Zandu Pharamaceuticals Works Limited) which are engaged in business in the real estate and infrastructure development sector. The Company is involved in real estate and infrastructure development through its equity shareholding in the aforesaid companies viz. 20,00,000 Equity Shares of Rs. 10 each, constituting 100% of the paid up equity capital of Emami Realty Limited and 5,55,636 Equity Shares of Rs. 100 each, constituting 68.90% of the paid up equity capital of Zandu Realty Limited.

Details of some of the projects

IT Park, Rajarhat

The IT Park is being developed by Octagon BPO Pvt. Ltd. The IT Park is designed to suit the needs of modern IT Office space requirements and it is spread over an area of 0.64 acers of land.

IT Park, Salt Lake Sector – V

The IT Park is being developed by Delta PV Pvt. Ltd. It is in joint venture with Anand Rathi Realty Fund and CD Equi Finance Pvt. Ltd. The IT Park is designed to suit the needs of modern IT Office space requirements and it is spread over an area of 1.0 acre land. It is located in the IT Hub of West Bengal i.e., Salt Lake sector – V.



Residential complex at Kukatpally

This residential complex is being developed by Emami Constructions Pvt. Ltd. It is in joint venture with Anand Rathi Realty Fund. The project will consist of 510 residential apartments on a total of 4.46 Acre of Land.

The project is located 6 Kms from JNTU and 12 Kms from Hitech city.

Residential Complex at Prajaya

This residential complex is being developed by Prajay Urban Pvt. Ltd. This SPV is in joint venture with Prajay Syndicates Limited and Anand Rathi Realty Fund. The project will consist of 324 residential units on a 5 Acre of land.

Land Owned by the Subsidiary

Land reserve owned by our subsidiary i.e., Emami Realty Limited is approximately 103.12 Acre.

3. Opportunities and Threats

There are huge opportunities available in emerging real estate market in India. The government has been supported by bringing reforms in the industry which should open up more avenue of growth. According to various studies, continuing housing boom should sustain along with growing demand for retail and commercial space in the coming years.

Since the Company is relatively a new entrant in real estate sector and has acquired lands recently, the procedural delay from government department for granting approvals can cost escalation in the project. Further the lack of external development facilities which are sole domain of the government, may affect the project.

4. Adequacy of Internal Control Systems

The Company remains committed to maintaining internal controls designed to safeguard the efficiency of operations and security of our assets. Accounting records are adequate for preparation of financial statements and other financial information. The adequacy and effectiveness of internal controls across the various functional levels, as well as compliance with laid down systems and policies are monitored both by Company's internal control systems and Audit Committee on a regular basis. Your Company's Statutory Auditors have, in their report, confirmed the adequacy of the internal control procedures.

5. Material Development in Human Resources and Industrial Relation

The company lays lot of importance on manpower rationalization and efficiency improvement. The company believes that human resources are vital resources for giving the company a competitive edge in the current business environment. Company strictly follows the philosophy of congenial work environment, performance oriented work culture, knowledge, skill building, creativity and responsibility and performance based compensation. Action has been taken to develop and enhance the skills of human resource.

SECTION – 5 LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

- **CASE PENDING AGAINST EMAMI INFRASTRUCTURE LIMITED**

As on the date there are no outstanding litigation matter pending against the Company.

- **CASE PENDING AGAINST PROMOTER**

As on the date there are no outstanding litigation matter pending against the Promoters.

- **CASE PENDING AGAINST DIRECTOR / OTHER GROUP COMPANIES**

As on the date there are no outstanding litigation matter pending against the Directors.

- **LITIGATIONS INVOLVING GROUP COMPANIES :**

Litigations relating to Emami Paper Mills Limited

1. Three cases relating to Excise Duty matters are pending before Appellate Authorities. Aggregate amount involved is Rs. 3.16 lacs (approx).
2. Three cases relating to Sales Tax and CST matters are completed at Revisional Board and before Additional Commissioner. Aggregate amount involved is Rs.3.88 lacs (approx) .Orders are awaited.
3. One cases relating to employee matters are pending before employee Insurance Court.The aggregate amount involved is Rs.0.22 lacs (approx).
4. One case relating to industrial dispute is pending before Labour Court.
5. One case relating to misappropriation of company's fund is pending before SDJM, Barrackpore Court. The amount involved is Rs. 2.00 Lakhs.(approx.)

Litigations relating to Emami Frank Ross Limited :

1. One case relating to Sales Tax matter is pending before Jt. Commissioner -Commercial Tax (South). The amount involved is Rs.53.09 lacs (approx).
2. One case relating to Income Tax matter is pending before CIT(Appeal)-1. The amount involved is Rs.1.61 lacs (approx).

Litigations relating to CRI Limited:

1. Two cases relating to Debtors recovery are pending before 10th Metropolitan Magistrate at Banshal Court, Kolkata The aggregate amount involved is Rs. 6.32 lacs(approx).
2. One case relating to Advance Recovery is pending before 3rd Judicial Magistrate, Alipore Court, Kolkata. The amount involved is Rs. 0.71lacs (approx).

Litigations relating to AMRI Hospitals Limited :

1. Two cases relating to Medical Legal are pending before National Consumer Dispute Redressal Commission/Consumer Court.
2. Three cases relating to Land are pending before the High Court/Alipore Court/Supreme Court.
3. Four cases are pending before the Industrial Tribunal.

Litigations relating to Emami Limited:

1. Forty seven cases relating to Sales Tax, VAT and CST matters are pending at level of First Appellate Authority / Tribunal and High Court, aggregate amount involved is Rs.1974.88 Lacs (approx), most of these cases relate to classification of the Company's products.
2. Five Cases relating to Excise Duty matters are pending before First Appellate Authority / High Court; amount involved is Rs 196.55 lacs (approx).
3. An appeal against rejection of writ petition filed by the Company opposing reintroduction of Entry tax in the State of Assam is pending before Supreme Court. Amount involved is Rs 223.13 lacs (approx).
4. A matter relating Service Tax Credit is pending before Commissioner (Appeal), amount involved Rs 5.13 lacs (approx).
5. Five cases relating to infringement of trademarks are pending at various Forums.
6. Two cases relating to disparagement of products are pending before High Courts.
7. A writ filed by the Company in Calcutta High Court against the notification of Department of AYUSH is pending.
8. Five cases relating to Consumer's Complaints are pending at various Consumer Forums in India, aggregate of amount claimed against the Company is Rs 12.39 Lacs (approx).
9. Six Cases relating to employees matters are pending before Labour Court / Civil Court/High Court; amount involved is Rs.23.34 Lacs (approx).

GOVERNMENT APPROVALS**IT Park, Rajarhat****Approvals obtained:**

Description	Reference Number	Issuing Authority	Date of Issue	Date of Expiry
1. NOC for Height Clearance only proposed construction	AAI/ER/NOC(142/8)845-847	Airport Authority of India	01/09/2008	01/09/2013
2. NOC for proposed construction(1 st)from WBFES	WBFES/2711/08/KOL-0.B/333/08(336/08)	West Bengal Fire & Emergency Service	30/09/2008	-
3. NOC for proposed construction(2 nd)from WBFES	WBFES/4597/09/KOL/0B/333/0.B(336/08)	Do	19/11/2008	-
4. NOC for Height Clearance only proposed construction	G/MWC/1-150/2008-09/11/VOL-1	Microwave	10/07/2008	-
5. Provisional Sanction of erection of the Building	1066/NKDA/Engg.-27/2010	New Town Kolkata Development Authority	08/06/2010	-

Approvals in respect of which applications have been made and are pending:

Description	Authority	Date of Application
1.Submission of Plan WB HIDCO	WB HIDCO	23/02/2009
2. Submission of Revised Fire Plan WBFS	Do	15/01/2010

IT Park, Salt Lake Sector – V**Approvals obtained:**

Description	Reference Number	Issuing Authority	Date of Issue	Date of Expiry
1. NOC for Height Clearance only proposed construction	AAI/20012/1076/2006-ARI(NOC)	Airport Authority of India	12/03/2009	12/03/2014
2. NOC for proposed construction from WBFES	WBFES/5542/09/Bidhan-IT/44/06/(51/06)	West Bengal Fire & Emergency Service	26/03/2009	-
3. NOC for proposed construction from PHED	3061/ST/N-7/2008	West Bengal Public Health Engg. Directorate	04/02/2009	-
4. NOC for proposed construction from WBSEDCL	C/BC/PRGN/G/388K(2)	West Bengal Electricity Distribution CO. Ltd.	11/02/2009	-

Approvals in respect of which applications have been made and are pending:

Description	Authority	Date of Application
1.Construction permission for Piling & construction	Nabadiganta Industrial Township Authority	11/01/2010

Residential complex at Kukatpally**Approvals obtained:**

Description	Reference Number	Issuing Authority	Date of Issue	Date of Expiry
Builders License	BL / 1357 / 2009	Greater Hyderabad Municipal Corporation	05.03.2009	04.03.2014
Trade License	702/21	Greater Hyderabad Municipal Corporation	13.01.2010	31.03.2010
Building Sanctioned Plans – 2 Cellars, Stilt, G+5 Floors	TP No: 14/27 File No: 555/csc /TP/14	Greater Hyderabad Municipal Corporation	02.01.2010	06.12.2014
Ap Profession Tax Payer Enrollment Certificate	PTIN : 28650848382	Professional Tax officer, commercial tax dept, Govt of AP	16.05.2009	-
Ap Profession Tax Payer Enroll.Certif–Sal&Wages	PTIN : 28338825266	Professional Tax officer, commercial tax dept, Govt of AP	16.05.2009	-
No Objection Certificate	AAI/HY/ATS-59/NOC-2 /2009/7660-62	Airports Authority Of India, Hyderabad Airport – Hyd	23.06.2009	22.06.2014
No Objection Certificate	SE/HL & WBMC / NOC/09/ 1278	Irrigation Of Cad Department / Govt Of Ap	23.07.2009	-
Feasibility Certificate	MDP/FC/2009/862	Hyderabad Metropolitan water supply and sewerage Board (MWSS BOARD), HYD	20.07.2009	-
Land Use Information	11863-LU/P5/HMDA/2009	Hyderabad Metropolitan Development Authority(HMDA)	02.09.2008	-

Approvals in respect of which applications have been made and are pending:

Description	Authority	Date of Application
No Objection Certificate	Collector, R.R District, Kukatpally Village, Hyderabad.	15.04.2009
Mutation	DEPUTY COLLECTOR & TAHSILDAR, BALA NAGAR MANDAL, HYDERABAD	20.03.2009

Residential Complex at Prajaya

Approvals obtained:

Description	Reference Number	Issuing Authority	Date of Issue	Date of Expiry
Fire Services	Rc.No.9273/E4 2009-6	Director General of State Disaster Response & Fire Services Department, A.P. Hyderabad	05.12.2009	-
Airport Authority	AAI/HY/ATS-59/NOC-2/2009/1805-07	Deputy General Manager (ATC) (NOC) Airport Authority of India, Hyderabad Airport	11.02.2009	5 years from the date of issue

Approvals in respect of which applications have been made and are pending:

Description	Authority	Date of Application
Building plans	Metropolitan Commissioner, Greater Hyderabad Municipal Corporation	16.12.2009

SECTION – 6 REGULATORY AND STATUTORY DISCLOSURES

REGULATORY AND STATUTORY DISCLOSURES

Authority for the scheme

The Hon'ble High Court of Judicature at Calcutta, by its order dated November 17, 2009 has approved the Scheme of Arrangement between Emami Limited, The Zandu Pharmaceutical Works Limited, Emami Infrastructure Limited and their respective shareholders.

Prohibition by SEBI

The Company, its directors, its promoters, other companies promoted by the promoters and companies with which the Company's directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

Disclaimer Statement by the Company

The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisements to be published in terms of SEBI circular no. SEBI/CFD/SCRR/01/2009/03/09 dated September 03, 2009 or any other material issued by or at the instance of the Company and that any one placing reliance on any other source of information would be doing so at his own risk should be incorporated.

Listing

Application has been made to BSE, NSE and CSE for permission to deal in and for an official quotation of the Equity Shares of the Company. The Company has nominated BSE as the Designated Stock Exchange for the aforesaid listing of shares.

The Company shall ensure that all steps for the completion of necessary formalities for listing and commencement of trading at all the Stock Exchanges mentioned above within such period as approved by SEBI.

In Principle Approval from BSE & NSE

The Company has received in-principle approval for Listing from BSE bearing no. DCS/AMAL/SKS/IP/156/2010-11 dated May 10, 2010 and from NSE bearing no. NSE/LIST/140400-W dated June 17, 2010.

SEBI Relaxation of Rule 19(2) (b) of the Securities Contracts (Regulation) Rules, 1957

The Securities and Exchange Board of India has given relaxation of Rule 19(2) (b) of the Securities Contracts (Regulation) Rules, 1957 to the company vide the letter dated 16th June 2010 which is subject to the condition that the company shall increase its public holding to 25% within a period of six months.

Disclaimer Clause by BSE

As required, a copy of this Information Memorandum has been submitted to BSE. The BSE has vide its letter dated 31.07.2009 approved the said Scheme under clause 24(f) of the Listing Agreement and by virtue of that approval the BSE's name in this Information Memorandum has been incorporated as the Stock Exchange on which the Company's securities are proposed to be listed.

The BSE does not in any manner:

- Warrant, certify and endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- Warrant that this Company's securities will be listed or will continue to be listed on the BSE; or
- Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company; and it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent



inquiry, investigation and analysis and shall not have any claim against the BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

No Objection from CSE

The NOC from CSE was received on 07.08.2009.

Filing

Copy of this Information Memorandum has been filed with BSE, NSE and CSE.

Demat Credit

The Company has executed Agreements with NSDL and CDSL for admitting its securities in demat form. The ISIN allotted to the Company's Equity Shares is INE778K01012. Shares have been allotted to those shareholders who have provided necessary details to the Company and/or who were holding their shares in Emami Limited in demat form as well as physical shares as on the Record Date.

Expert Opinions

Save as stated elsewhere in this Information Memorandum, we have not obtained an expert opinions.

Previous Rights and Public Issues

The Company has not made any public or rights issue since incorporation.

Commission and Brokerage on previous issues

Since the Company has not issued shares to the public in the past, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since its inception.

Companies under the same management

There are no companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 other than the ones disclosed elsewhere in the Information Memorandum.

Promise vis-a-vis Performance

This is for the first time the Company is getting listed on the Stock Exchange.

Outstanding Debenture Or Bonds And Redeemable Preference Shares And Other Instruments Issued By The Issuer Company

There are no outstanding debentures or bonds and redeemable preference shares and other instruments issued by the Company.

Stock Market Data For Equity Shares of the Company

Equity shares of the Company are not listed on any stock exchanges. The Company is seeking approval for listing of shares through this Information Memorandum.

Disposal of Investor Grievances

Maheshwari Datamatics private limited are the Registrars and Transfer Agent of the Company to accept the documents/requests/complaints from the investors/shareholders of the Company. All documents are received at the



inward department, where the same are classified based on the nature of the queries/actions to be taken and coded accordingly. The documents are then electronically captured before forwarding in the respective processing units.

The documents are processed by professionally trained personnel. Subsequent to the completion of the process the documents are scrutinized thoroughly by independent firm(s) of company Secretaries appointed by the Company.

The Company has set up service standards for each of the various processors involved such as effecting the transfer/dematerialization of securities/change of address ranging from 3-7 days.

Maheshwari Datamatics private limited maintains an age-wise analysis of the process to ensure that the standards are duly adhered to. G. Choudhary, the CFO of the Company is vested with responsibility of addressing the Investor Grievance in coordination with Registrar & Transfer Agents.

G. Choudhary/Abhijit Dan may be contacted at the following address:

Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata-700 107
Email: emamiinfra@emamigroup.com
Tel : +91-33 – 6613 6210/66136236; Fax : +91-33 – 6613 6249

MAIN PROVISION OF ARTICLES OF ASSOCIATION OF THE COMPANY

		OFFICE
<i>Office</i>	3	The office of the Company shall be In the State of West Bengal or such other place as the Board may subject to the provisions of Section 146 of the Act, from time to time determine, and the business of the Company shall be carried on at such place or places as the Board may from time to time determine.
		SHARE CAPITAL
<i>Capital</i>	4	The Authorised Share Capital of the Company shall be in accordance with the Clause V of the Memorandum of Association of the Company.
<i>New Capital same as Existing capital</i>	5	Except so far as otherwise provided by the conditions of Issue or by these presents, any capital raised by the creation of new shares, shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, transfer and transmission, voting or otherwise.
<i>Issue of securities with full, differential or without voting rights</i>	6	The Directors may issue shares, bonds, debentures, stocks, warrants & all such securities, with full, differential or without voting rights attached thereto upon such terms and conditions and with such rights and privileges attached thereto as thought fit and as may be permitted by law for the time being in force.
<i>Issue of Sweat equity shares</i>	7	Subject to the provisions of Section 79A of the Act or any other applicable provisions for the time being in force, the Directors may issue sweat equity shares to employees or directors of the Company upon such terms and conditions and with such rights and privileges attached thereto as thought fit and as may be permitted by law.
<i>Register and Index of members and Debenture holders</i>	8	The Company shall cause to be kept a Register of Members, an index of Members, a Register of Debenture holders and an index of Debenture holders In accordance with Sections 150, 151, 152 and other applicable provisions of the Act.
<i>Inspection of Register and Index of Member, Debenture holders,</i>	9	The Register of Members, the index of Members, the Register and index of Debenture holders, copies of all Annual Returns prepared In accordance with the Act, together with the copies of certificates and documents required to be annexed thereto as provided by the Act shall, except when the Register of Members or Debenture holders is closed under the provisions of the Act or these presents, be open during business hours to Inspection of any Member or Debenture holder without fee and to inspection of any other person on payment of such sum as may be prescribed by the Act for each inspection. Any such member or debenture holder or any other person may make extracts there from or require a copy thereof on payment of such sum as may be prescribed.
<i>The Company to send extract of Register etc</i>	10	The Company shall send to any Member, Debenture holder or other person on request, a copy of the Register of Members, the Index of Members, the Register and Index of Debenture holders or any part thereof required to be kept under the Act or copies of certificates required to be annexed thereto as per the Act, on payment of such sum as may be prescribed by the Act. The copy sought shall be sent within the time prescribed under the Act
<i>Restriction on allotment</i>	11	The Directors shall observe the restriction as to allotment prescribed by the Act and shall cause to be made the returns as to allotment provided for In the Act.
<i>Shares at the disposal of the Directors</i>	12	Subject to the provisions of the Act and these presents, the shares in the Capital of the Company for the time being (including any shares forming part of any Increased capital of the Company) shall be under the control of the Directors who may allot or otherwise dispose off the same or any of them to such persons in such proportions and on such terms and conditions and either at a premium or at par or (subject to compliance with the relevant provisions of the Act) at a discount and at such times as the Directors may from time to time think fit and proper.
<i>Directors may allot shares as fully paidup or partly paid-up</i>	13	Subject to the provisions of the Act and these presents the Directors may allot and issue shares in the capital of the Company on payment or part payment for any property sold or goods transferred or machinery supplied or for services rendered to the Company and any shares which may be so allotted may be issued as fully paid up or partly paid up and if so issued shall be deemed to be fully paid up shares or partly paid up shares.
<i>Unclassified Shares</i>	14	Any unclassified shares (whether forming part of the original capital or any Increased capital of the Company) may subject to the provisions of the Act and these presents,

		<p>be issued either with the sanction of the Company in General Meeting or by the Directors and upon such terms and conditions and with such rights and privileges annexed thereto as by the General Meeting sanctioning the Issue of such shares be directed and, if no such direction be given, and in all other cases, as the Directors shall determine, and In particular such shares may be issued with a preferential or qualified right to dividends and in distribution of the assets of the Company and any preference share may be issued on the term that they are redeemable within the time prescribed by the Act, or are liable for redemption earlier at the option of the Company, provided that :</p> <p>(1) No shares shall be issued pursuant to this Articles without the sanction of the Company in General Meeting unless they shall, subject to the provisions of the Act, be offered to the persons who are holders of equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those equity shares and</p> <p>(2) In addition to and without derogating from the powers for this purpose conferred on the Directors under these Articles, the Company in General Meeting may subject to the provisions of Section 81 of the Act determine that any shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether Members or holders of debentures of the Company or not) In such proportion and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of Section 79 of the Act) at a discount, as such General Meeting may determine and with full power to give to any person (whether a Member or holder of debentures of the Company or not) the option to call for or be allotted shares of any class of the Company either at par or at premium or subject as aforesaid at discount such option being exercisable at such times and for such consideration as may be directed by such General Meeting of the Company and may subject to the provisions of Section 81 of the Act make any other provision whatsoever for the issue, allotment or disposal of any shares. (3) Non-unclassified shares shall, without the sanction of the Company in General Meeting, be issued as preference shares if the aggregate nominal amount of Issued preference shares would thereby exceed the aggregate nominal amount of the Issued equity shares of the Company.</p>
<i>Acceptance of Shares</i>	15	Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these presents; and every person who thus or otherwise accept any shares and whose name is on the Register shall, for the purpose of these presents, be a Member.
<i>Deposit and calls etc., to be debt payable immediately</i>	16	The money, (if any), which the Directors shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall, immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.
<i>Installments on shares</i>	17	If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by installments, every such Installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, shall be the registered holder of the share or his legal representative or his heir, executor or administrator.
<i>Calls on shares on the same class to be uniform</i>	18	Where any calls for further share capital are made on shares, such calls be made on a uniform basis on all shares falling under the same class. For the purposes of this Article, shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.
<i>Company not bound to recognize any interest in shares other than that of registered holders</i>	19	Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any shares as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as by law required) be bound to recognize any benami trust or equitable, contingent or other claim to or future or partial Interest in such share on the part of any other person whether or not it shall have express or Implied notice thereof.
<i>Company's funds</i>	20	Except to the extent permitted by the Act, no part of the funds of the Company shall

<i>may not be applied in purchase of or lent on shares of the Company</i>		be employed in the purchase of or lent on the security of the shares of the Company.
<i>Liability of Members</i>	21	Every member or his heirs, legal representatives, successors, liquidators, receivers, executors or administrators shall pay to the Company the portion of the capital represented by his share or shares, which may for the time being remain unpaid thereon, in such amounts at such time or times and in such manner as the Board of Directors shall by resolution passed at their meeting, from time to time, require or fix for the payment thereof.
<i>Trust not recognised</i>	22	Except as ordered by a Court of Competent Jurisdiction or as provided by the Act no notice of any trust, expressed or implied or constructive, shall be entered on the Register of Members or of debenture-holders of the Company.
<i>Purchase of own securities of the Company</i>	23	Subject to and in full compliance of the requirements of Sections 77A, 77AA, 77B and other applicable provisions of the Act, as amended from time to time, and any Rules and Regulations prescribed by the Securities and Exchange Board of India (SEBI) or any other appropriate authority from time to time, the Company, in a General Meeting may, upon the recommendation of the Board of Directors, at any time and from time to time, by a Special Resolution authorise buy-back of any part of the share capital of the Company.
UNDERWRITING COMMISSION AND BROKERAGE		
<i>Commission may be paid</i>	24	The Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or any other security of the Company or for procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares, debentures or debenture stock or any other security of the Company, but so that if the commission in respect of shares shall be paid or payable out of capital the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed the rates prescribed by the Act. The Commission may be paid or satisfied in cash or in shares, debentures or debenture stock of the Company.
<i>Brokerage may be paid</i>	25	The Company may pay a reasonable sum for brokerage.
CERTIFICATES		
<i>Certificate how to be issued</i>	26	The Certificate of title to shares shall be issued under the Seal of the Company in the manner laid down in The Companies (Issue of Share Certificates) Rules, 1960. The Certificate of such shares shall be ready for delivery within time specified under the Act after the application for the registration of the transfer of such shares as the case may be unless the conditions of issue of the share otherwise provide. Provided always that notwithstanding anything contained in these Articles the certificate of title to shares may be executed and Issued in accordance with such other provisions of the Act or Rules made there under, as may be in force for the time being and from time to time. The Company is also entitled to issue securities in dematerialised form subject to applicable rules and regulations to that effect.
<i>Member's right to Certificates</i>	27	<p>Every Member shall be entitled without payment to one certificate in his name for all the shares of each class or denomination registered in his name or, if the Directors so approve (upon paying such fee or fees or at the discretion of the Directors without payment of fees as the Directors may from time to time determine) to several certificates each for one or more shares of each class. Every certificate of shares shall specify the number of the shares in respect of which it is issued and the amount paid thereon and shall be in such form as the Directors shall prescribe or approve. Where a Member has transferred a part of the shares comprised in his holding he shall be entitled to a certificate for the balance without charge.</p> <p>Notwithstanding anything contained hereinabove, the Board may in its absolute discretion refuse applications for the sub-division or consolidation of share certificates, debenture or bond certificates, into denomination of less than the marketable lot except when such sub-division or consolidation is required to be made to comply with a statutory provision or on order of a competent Court of law or listing requirements of a Stock Exchange on which the Company's shares are or may be</p>

		listed.
<i>Issue of new certificate in place of one defaced, lost or destroyed</i>	28	<p>(1) A Certificate may be renewed or a duplicate of a certificate may be issued if such certificate (a) is proved to have been lost or destroyed, or (b) having been defaced or mutilated or torn, is surrendered to the Company or (c) has no further space on the back thereof for endorsement of transfer.</p> <p>(2) The manner of issue or renewal of a certificate or issue of duplicate thereof, the form of a Certificate (original or renewed or of a duplicate thereof, the particulars to be entered in the Register of Members or In the Register of renewed or duplicate certificates, the form of such Registers, the fee on payment of which the terms and conditions on which a certificate may be renewed or a duplicate thereof may be issued, shall be such as prescribed by the Companies (Issue of Share Certificates) Rules, 1960 or any other Rules in substitution or modification thereof.</p>
		CALLS
<i>Directors may make calls</i>	29	Subject to the terms on which any shares may have been issued and to the conditions of allotment, the Directors may, from time to time, by resolution passed at a meeting of the Directors make such calls as they think fit upon the Members In respect of all moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the person and at the time and places appointed by the Directors. A call may be made payable by installments.
<i>Call to date from resolution</i>	30	A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed and may be made payable by Members on such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Directors.
<i>Notice of cell</i>	31	Not less than 14 days notice of every call shall be given specifying the time and place of payment and the person to whom such call shall be paid provided that before the time for payment of such call the Directors may by notice in writing to the Members revoke the same.
<i>Directors may extend time</i>	32	The Directors may from time to time, at their discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the Members who from residence at a distance or other cause, the Directors may deem entitled to such extension, but no Members shall be entitled to such extension save as a matter of grace and favour.
<i>Liability of Jointholders</i>	33	The joint-holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
<i>Amount payable at fixed time or by installments as calls</i>	34	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by Installments at fixed times, whether on account of the amount of the share or by way of premium, every such amount or installments shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained In respect of calls shall relate to such amount or installment accordingly.
<i>Calls to carry interest</i>	35	If the sum payable in respect of any call or Installment be not paid on or before the day appointed for payment thereof the holders for the time being or allottee of the share in respect of which a call shall have been made or the Installment shall be due shall pay interest on the same at such rate as the Directors shall fix from time to time from the day appointed for the payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or In part.
<i>Proof on trial of suit for money due on shares</i>	36	On the trial or hearing of any action or suit brought by the company against any member or his representative to recover any debtor money claimed to be due to the company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register as a holder or one of the holders of the number of shares in respect of which such claim is made, that the resolution making the call is duly recorded In the minute book and that the amount claimed is not entered as paid in the books of the company and it shall not be necessary to prove the appointment of the Board who made any call nor that a quorum was present at the meeting of Board at which any call was made nor that the meeting of Board at which any call was made was duly convened or constituted, nor any other mailer whatsoever, but the proof of the mailers aforesaid shall be conclusive evidence of the debt.

<i>Payment in anticipation of calls may carry interest</i>	37	The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the moneys due upon the shares held by him beyond the sums actually called for; and upon such moneys being so paid in advance or so much thereof as from time to time as exceeds the amount of the calls then made upon the shares, In respect of which such advance has been made, the company may pay interest at such rate as the Member paying such sum in advance and the Directors agree upon. The Directors may at any time repay the amount so advanced upon giving to such Member one month's notice In writing provided that the moneys paid in advance of calls on any shares shall not confer a right to dividend or to participate in profits.
<i>Member's not entitled to privileges of membership until all calls are paid.</i>	38	No Member shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any person, together with interest and expenses, if any.
		LIEN
<i>Company's lien on shares.</i>	39	The Company shall have no lien on Its fully paid shares. In the case of partly paid up shares the Company shall have a first and paramount Hen only for all moneys called or payable at a fixed time in respect of such shares. Any such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.
<i>As to enforcing lien by sale</i>	40	For the purpose of enforcing such lien, the Directors may sell the shares subject thereto in such manner as they think fit, but no sale shall be made unless some sum in respect of which the lien exists Is presently payable and until notice in writing of the Intention to sell shall have been served on such Member, his executor, or administrator or other legal representative and default shall have been made by him or them in payment of the sum presently payable for 14 days alter such notice.
<i>Application of proceeds of sale</i>	41	The net proceeds of any such sale after payment of the costs of such sale shall be applied in or towards the satisfaction of the debt or liability in respect whereof the lien exists so tar as the same is presently payable and the residue (if any) paid to the Member, his executor, or administrator or other legal representative, as the case may be.
		FORFEITURE
<i>If call or installments not paid, notice to be given</i>	42	If any Member fails to pay the whole or any part of call or installment or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same the Directors may at any time thereafter during such time as the call or installment or any part thereof or other moneys remain unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part serve a notice on such Member or on the person (If any) entitled to the share by transmission requiring him to pay such call or installment or such part thereof or other moneys as remaining unpaid together with any interest that may have accrued and all expenses (legal or otherwise) that may have been paid or Incurred by the Company by reason of such non-payment.
<i>Form of Notice</i>	43	The notice shall name a day not being less than 14 days from the day of the notice and the place or places on and at which such call or Installment or such part or other moneys as aforesaid and <i>such Interest</i> and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed the share in respect of which the call was made or installment is payable will be liable to be forfeited.
<i>In default of payment shares to be forfeited</i>	44	If the requirements of any such notice as aforesaid are not complied with, any the shares in respect of which such notice has been given may at any time the thereafter before payment of all calls or installments, interest and expenses or the money due in respect thereof, be forfeited by resolution of the Directors to that effect. Such forfeiture shall include all dividends declared In respect of the forfeited shares and not actually paid before the forfeiture.
<i>Entry of forfeiture on Register of Members</i>	45	When any share shall have been so forfeited a notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the data thereof shall forthwith be made in the Register of Members.
<i>Forfeited shares</i>	46	Any share so forfeited shall become the property of the Company and may be sold,

<i>to be property of the Company and may be sold etc.</i>		reallotted or otherwise disposed off either to the original holder thereof or to any other person upon such terms and in such manner as the Directors shall think fit.
<i>Power to annual forfeiture</i>	47	The Directors may at any time before any shares so forfeited are sold, re-allotted or otherwise disposed off annul the forfeiture thereof upon such conditions, as they think fit.
<i>Shareholder still liable to pay money owing at time of forfeiture and interest</i>	48	Any Member whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, Installments, interests, expenses and other moneys owing upon or In respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as may be prescribed by the Director and the Directors may enforce the payment of the whole or a portion thereof if they think fit but shall not be under any obligation to do so.
<i>Certificate of Forfeiture</i>	49	A certificate in writing under the hands of any Director or the Secretary of the Company that the call in respect of a share was made, and that the forfeiture of the share was made by a resolution of the Directors to that effect, shall be conclusive evidence of the fact stated therein as against all persons entitled to such share.
<i>Title of Purchaser and Allottee of Forfeiture share</i>	50	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed off may be registered as holder of the share and he shall not be bound to see to the application of the consideration, if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the share and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively
<i>Cancellation of share certificates in respect of forfeited shares</i>	51	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the <i>relative</i> shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect; and the Directors shall be entitled to Issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.
<i>Effect of forfeiture</i>	52	The forfeiture of a share shall involve extinction, at the time of the forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved. The holder of the shares shall cease to be a member in respect of forfeited shares.
<i>Application of forfeiture provisions</i>	53	The provisions of the Articles as to the forfeiture shall apply in the case of nonpayment of any sum which by terms of issue of a share become payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified.
<i>Partial payment not to preclude forfeiture</i>	54	Neither a judgement nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member in respect of any shares either by way of principal or interest nor any Indulgence granted by the Company in respect of payment of any money shall preclude the forfeiture of such shares as herein provided.
		TRANSFER AND TRANSMISSION OF SHARE
<i>Transfer not to be registered exception of instrument of transfer</i>	55	<p>The Company shall not register a transfer of shares in, or debentures of, the Company, unless in accordance with the provisions of the Act a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificate relating to the shares or debentures, or if no such certificates is in existence, along with the letter of allotment of shares or debentures within the prescribed time.</p> <p>Provided that where on an application in writing made to the Company by the transferee and bearing the stamp required for an instrument of transfer, It is approved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the</p>

		<p>Company may register the transfer on such terms as to indemnify the Company from all consequences of such transfer as the Board may think fit.</p> <p>Provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder or debenture holder any person to whom the right to any shares in, or debentures of the Company has been transmitted by operation of law.</p>
<i>Transfer by Legal representatives</i>	56	A transfer of shares or other interest in the Company of a deceased member made by a legal representative shall, although the legal representative is not himself a Member, be as valid as if he had been a Member at the time of the execution the instrument of transfer.
<i>Application for transfer</i>	57	<p>(a) An application for the registration of a transfer of any share or shares may be made either by the transferor or by the transferee.</p> <p>(b) Where the application is made by the transferor and relates to partly paid up shares, the transfer shall not be registered, unless the Company gives notice of the application to the transferee and the transferee takes no objection to the transfer within two weeks from the receipt of the notice.</p> <p>(c) For the purpose of sub-article (b), notice to the transferee shall be deemed to have been duly given if it is dispatched by registered post to the transferee at the address given in the Instrument of transfer, and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.</p>
<i>Company's power to refuse transfer</i>	58	Nothing in these presents shall prejudice the powers of the Company to refuse to register the transfer of any shares subject to the provisions of the Act.
<i>Form of Transfer</i>	59	The instrument of transfer of any shares shall be in writing in prescribed form and in accordance with the Act.
<i>Transferor Liable until the transferee entered on</i>	60	The transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered into the Register of Members in respect thereof.
<i>Directors may refuse to register transfer</i>	61	<p>Notwithstanding anything contained in the aforesaid Articles but, subject to the provisions of the Act, the Directors may at their absolute and uncontrolled discretion decline to register or acknowledge any transfer of shares and in particular shall not be bound to give any reason for such refusal and in particular may so decline in respect of the shares desired to be transferred or any of them remain unpaid or unless the transferee is approved by the Directors and such refusal shall not be affected by the fact that the proposed transferee is already a Member. The registration of a transfer shall be conclusive evidence of the approval by the Directors of the transferee.</p> <p>Provided that registration of any transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares.</p>
<i>Notice of refusal to transferee and transferor</i>	62	If the Company refuses to register the transfer of any shares it shall within the time prescribed by the Act from the date of delivery of the instrument of transfer to the Company, send to the transferee and the transferor notice of the refusal.
<i>No transfer to minor etc.</i>	63	No transfer shall be made to a person who is of unsound mind. No partly paid shares shall be transferred to a person, who is a minor.
<i>Custody of transfer</i>	64	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All the instruments of transfer, which the Directors may decline to register, shall on demand be returned to the person depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine.
<i>Closure of Transfer Books</i>	65	The Directors shall have power on giving 7 days' notice by advertisement as required by the Act to close the transfer books of the Company for such period or periods of time not exceeding in the whole 45 days in each year but not exceeding 30 days at a time as to them may seem fit.
<i>Fights, Dividends etc. to be kept in abeyance</i>	66	Where an instrument of transfer of shares of the company has been delivered to the company for registration and the transfer of such shares has not been registered by the company; it shall comply with the provisions of Section 206A of the Act, in respect of the dividends, right shares and bonus shares in relation to such shares.

<i>Title of shares of deceased holder</i>	67	The executor, administrator of a deceased Member or a holder of a Succession Certificate or other legal representative in respect of a deceased Member where he was a sole or only surviving holder shall be the only person whom the Company will be bound to recognise as having any title to the shares registered in the name of such Member and the Company shall not be bound to recognise such executors or administrators shall have first obtained Probate or Letters of Administration or such holder is the holder of a Succession Certificate or other legal representation as the case may be, from a duly constituted Court in India. Provided that, in any case where, the Directors in their absolute discretion think fit, the Directors may dispense with production of probate or letters of Administration or Succession Certificate or other legal representation and register the name of any person who claims to be absolutely entitled to the share standing in the name of a deceased Member as a Member.
<i>Registration of persons entitled to shares otherwise than by transfer</i>	68	Subject to the provisions of the Act and these Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any member, or the marriage of any female member or by any lawful means other than by a transfer in accordance with these Articles may, with the consent of the Board of Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Board of Directors shall require, either be registered himself as the holder of the shares upon giving a notice in writing or elect to have some person nominated by him and approved by the Board of Directors registered as such holder: provided, nevertheless that if such person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the shares.
<i>Refusal to register Nominee</i>	69	The Director shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.
<i>Board may require evidence of transmission</i>	70	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any transmission until the same be so verified or until or unless an indemnity be given to the Company with regards to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.
<i>Fee on transfer or transmission</i>	71	There shall be paid to the Company, in respect of the transfer or transmission of any number of shares to such party such fee, if any, as the Directors may require.
<i>The Company not liable for disregard of a notice</i>	72	The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by the apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to any equitable title or interest or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.
<i>Transfer of Debentures</i>	73	The provision of these Articles shall mutatis mutandis, apply to the transfer of or the transformation by law of right to debentures or any other bond of the Company.
<i>Dematerialisation of Securities</i>	74	Notwithstanding anything contained in these Articles, the provisions of the Depositories Act, 1996 including any re-enactment or modification thereof, and the relevant rules, regulations and guidelines as framed from time to time by the Securities and Exchange Board of India shall apply in respect of the securities of the Company held in dematerialised form.
INCREASE REDUCTION AND ALTERATION OF CAPITAL		
<i>Increase of capital</i>	75	The Company may from time to time in General Meeting increase its Share Capital by the creation of new shares of such description as may be permitted under the Act or other permissible laws of such amount, as it thinks expedient.
<i>Condition for issue</i>	76	The new shares (except such of them as shall be unclassified shares subject to the

<i>of new shares</i>		provision of these Articles) shall, subject to the provisions of the Act and these present, be issued upon such terms and conditions and with such rights and privileges annexed thereto as by the General Meeting creating the same shall direct and if no direction be given, as the Directors shall determine and in particular such shares may be issued with a preferential or qualified rights to dividends and in distribution of assets of the Company and any preference shares may be issued on the terms that they are or at the option of the Company are to be liable to be redeemed.
<i>Further issue of capital</i>	77	<p>The new shares (resulting from an increase of capital as aforesaid) may, subject to the provisions of Section 81 and other applicable provisions of the Ad and these presents, be issued or disposed of by the Company in General Meeting or by the Directors under their powers in accordance with these presents and the following provisions:</p> <p>(A) (i) Such further or new shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the Company in proportion, as nearly as circumstance admit, to the capital paid up on those shares at that date; (ii) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than 30 days from the date of the offer, within which the offer, if not accepted, will be deemed to have been declined; (iii) The offer aforesaid shall be deemed to include a right exercisable by the persons concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in sub-clause (ii) shall contain a statement of this right; (iv) After the expiry of time specified in the notice aforesaid, or on receipt of earlier intimation from the person whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the Company;</p> <p>B. Nothing in clause (iii) of sub-article (A) shall be deemed: (i) to extend the time within which the offer should be accepted; or (ii) to authorise any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.</p>
<i>Power also to Company in General Meeting to issue shares</i>	78	In addition to and without derogating from the powers for the purpose conferred on the Directors under these Articles, the Company In General Meeting may In accordance with the provisions of Section 81 of the Act determine that any shares (whether forming part of the original capital of the Company or not) shall be offered to such persons (whether members or holders of Debentures of the Company or not) in such proportion and on such terms and conditions and either at a premium or at par or subject to compliance with the provisions of Section 79 of the Act) at a discount, as such General Meeting shall determine. Any General Meeting may resolve to capitalise any part of the amount standing to the credit of any of the Company's Reserve <i>account</i> or to the credit of the Profit and Loss account of otherwise available for distribution or standing to the credit of the share premium account for Issue and distribution of fully paid up shares or paying up any money for the time being remaining unpaid on any shares remaining unpaid by any members.
<i>Provisions in case of redeemable preference shares</i>	79	<p>On the issue of redeemable preference shares under the provisions of these Article, the following provisions shall take effect :</p> <p>(a) No such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend of out of the proceeds of a fresh issue of shares made for the purpose of the redemption; (b) No such shares shall be redeemed unless they are fully paid up; (c) The premium, If any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's share premium account, before the shares are redeemed; (d) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue there shall out of profits which would otherwise have been available for dividend be transferred to a reserve fund, to be called "the Capital Redemption</p>

		<p>Reserve Account”, a sum equal to the nominal amount of the shares redeemed and the provisions of the Act relating to the reduction of the share capital of a Company shall, except as provided under Section 80 of the Act or by these presents, apply as if the Capital Redemption Account were paid up share capital of the Company;</p> <p>(e) Subject to the provisions of Section 80 of the Act and this Article the redemption of Preference Shares under these presents shall be effected in accordance with the terms and conditions of their Issue and falling that in such manner as the Directors may think fit.</p> <p>(f) Preference shares shall be redeemed in consonance within the time prescribed by Act or at the option of the Company, which may be redeemed earlier than the time provided under the Act.</p>
<i>Reduction of Share Capital</i>	80	<p>The Company may from time to time by Special Resolution reduce its share capital (including the Capital Redemption Reserve Account if any) in any way authorised by law and in particular may pay off any paid up share capital upon the footing that it may be called up again or otherwise and may, if and so far as is necessary, alter its Memorandum by reducing the amount of its share capital and of its shares accordingly.</p>
<i>Consolidation and Sub-Division of shares</i>	81	<p>The Company may in General Meeting by Ordinary Resolution alter the conditions of its Memorandum as follows :</p> <p>(a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.</p> <p>(b) Sub-divide its shares or any of them into shares of smaller amount than originally fixed by the Memorandum subject nevertheless to the provisions of the Act in that behalf. Subject to these presents the resolution by which any shares are subdivided may determine that as between the holders of the shares resulting from such subdivision one or more of such shares may be given any preference or advantage or otherwise over the other or any other such shares.</p> <p>(c) Cancel shares which at the date of passing of the resolution at such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of the shares so cancelled.</p>
		MODIFICATION OF CLASS RIGHTS
<i>Power to modify right of different classes of shareholders and the rights of dissentient shareholders</i>	82	<p>(a) If at any time the share capital of the Company is divided into different classes of shares, the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of the class.</p> <p>(b) This Article is not to derogate from any power the Company would have had if this Article were omitted and the right of the shareholders being holders of not less in the aggregate than 10 percent of the issued shares of that class to apply to the Court to have the variations or modifications cancelled as provided by the Act.</p>
		JOINT HOLDERS
<i>Joint holders</i>	83	<p>Where two or more persons are registered as the holders of any share the person first named in the Register shall be deemed the sole holder for matters connected with the Company subject to the following and other provisions contained in these Articles :</p> <p>(a) The Company shall be entitled to decline to register more than 3 persons as the joint holders of any share.</p> <p>(b) The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments, which ought to be made in respect of such share.</p> <p>(c) On the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.</p> <p>(d) The shareholder whose name appears first in the Register may give effectual receipts for any dividends or other moneys payable in respect of such share.</p> <p>(e) Only the person whose name stands first in the Register of Members as one of the</p>

		<p>joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive any other related document from the Company and any notice given to or document served on such person shall be deemed service on all the joint holders.</p> <p>(f) Any one of two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney than that one of such persons so present whose name stands first or higher (as the case may be) on the Register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint holders shall be entitled to be present at the meeting provided always that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holder present by attorney or proxy stands first or higher (as the case may be) in the Register in respect of such shares. Several executors or administrators of a deceased Member in whose (deceased Members) sole name any share stands shall for the purposes of this Clause be deemed joint holders.</p>
		BORROWING POWERS
<i>Consolidations on which money may be borrowed</i>	84	<p>Subject to the provisions of the Act, the Board of Directors may from time to time, by a resolution passed at a Meeting of the Board accept deposits or borrow moneys from members or elsewhere, either in advance of calls or otherwise or elsewhere, and may generally raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by issue of bonds or redeemable debenture stock, or any mortgage or charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.</p> <p>The Company may also, as per the applicable laws and regulations, raise monies from any Indian, foreign or non-resident Investor by way of issue or private placement of its securities, acceptance of deposits or otherwise as may be permitted by the rules and regulations applicable for the time being in force.</p>
<i>Bonds, Debentures etc. to be subject to control of Director</i>	85	Any bonds ¹ debentures, or other securities Issued or to be Issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.
<i>Securities may be assignable free from equities</i>	86	Debentures, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
<i>Issue at discount etc. or with special privileges</i>	87	Any bonds, debentures, debenture stock or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawing, allotment of shares, attending at General Meeting of the Company appointment of Directors and otherwise, provided that any debenture with a right to allotment or conversion into shares shall not be issued without the consent of the General Meeting.
<i>Mortgage of uncalled capital</i>	88	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors may authorise the person in whose favour such mortgage or security is executed or any other person in trust for him to make calls on the Members in respect of such uncalled capital and the provisions hereinbefore contained in regard to calls shall mutatis mutandis apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Directors' power or otherwise and shall be assignable if expressed so to be.
<i>Indemnity may be given</i>	89	If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily, due from the Company the Directors may execute or cause to be executed and mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.
<i>Register of Charges</i>	90	The Directors shall cause a proper register to be kept in accordance with the Act of all mortgages, debentures and charges specifically affecting the property of the

		Company; and shall duly comply with the requirements of the said Act In regard to registration of mortgages and charges and In regard to Inspection to be given to creditors or Members of the Register of Charges and of copies of instruments creating charges. Such sum as may be prescribed by the Act shall be payable by any person other than a creditor or Member of the Company for each inspection of the Register of Charges.
		GENERAL MEETINGS
<i>Annual General Meeting</i>	91	The Company shall In each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such In the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General meeting of the Company and that of the next and provided that such meeting shall be held within nine months after the expiry of the Company's financial year. The Annual General Meeting shall be held at the Registered Office or at some other place within the municipal limits of the place where Registered Office is situated, as the Directors shall appoint at a tie during business hours, on a day that is not a public holiday.
<i>Ordinary General Meetings</i>	92	All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings
<i>Calling of Extra Ordinary General Meeting</i>	93	The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 169 of the Act. If at any time there are not within India sufficient Directors capable of acting to form a quorum, any Director of the Company present in India may convene an Extraordinary General Meeting in the same manner as possible as that in which meetings may be convened by the Directors.
<i>Notice of Meeting</i>	94	An Annual General Meeting and an Extraordinary General Meeting shall be called by twenty-one days' notice in writing at the least. The notice shall be exclusive the day for which it is given, and shall specify the place, the day and the hour of meeting and the business to be transacted and In the case of special business an explanatory statement shall be annexed in accordance with the provisions of Section 173 of the Act and such notice shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Act to all the Members and to the persons entitled to a share in consequence of the death or insolvency of a member and to the Auditors for the time being of the Company. There shall appear with reasonable prominence in every notice calling a general meeting a statement that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and that proxy need not be a member of the company.
<i>Omission to give notice not to invalidate the proceedings of the meetings</i>	95	The accidental omission to give notice of meeting to, or the non-receipt of notice of a meeting, by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
<i>Business to be transacted at meetings</i>	96	(a) In the case of an Annual General Meeting, all business to be transacted at the meeting shall be deemed special, with the exception of business relating to : (i) the consideration of accounts, Balance Sheets and reports of the Board of Directors and Auditors; (ii) the declaration of a dividend; (iii) the appointment of Directors in the place of those retiring; and (iv) the appointment of and the fixing of remuneration of the Auditors; and (b) In the case of any other meeting all business shall be deemed special. (c) Where any items of business to be transacted at the meeting are deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning all such item of business, including in particular the nature of the concern or interest, if any, therein of every Director, and the Manager, if any. Provided that where any item of special business as aforesaid to be transacted at a meeting of the Company relates to, or affects any other company, the extent of shareholding interest in that other company of every Director, and the Manager if any, of the Company shall also be set out in the Statement if the extent of such shareholding interest is not less than twenty percent of the paid-up capital of that

		<p>other company.</p> <p>(d) Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be Inspected shall be specified in the statement aforesaid</p>
<i>Ordinary and Special Resolution</i>	97	<p>(1) A resolution shall be Ordinary Resolution when at a General Meeting of which the notice required under the Act has been duly given, the votes cast (whether on a show of hands, or on a poll, as the case may be), in favour of the resolution (including the casting vote, if any, of the Chairman) by Members who, being entitled to do so, vote in person or where proxies are allowed, by proxy, exceed the votes, if any, cast against the resolution by Members so entitled and voting.</p> <p>(2) A resolution shall be a Special Resolution when :</p> <p>(a) the intention to propose the resolution as a Special Resolution has been duly specified in the notice calling the General Meeting or other intimation given to the Members of the resolution, -</p> <p>(b) The notice required under the Act has been duly given of the General Meeting; and</p> <p>(c) The votes cast in favour of the resolution (whether on a show of hands, or on a poll as the case may be), by Members who, being entitled so to do vote in person or where proxies are allowed, by proxy, are not Teas than 3 times the number of the votes, if any, cast against the resolution by Members so entitled and voting</p>
<i>Resolutions requiring Special Notice</i>	98	<p>(1) Where, by provisions contained in the Act or in these presents, Special Notice is required of any resolution, notice of the intention to move the resolution shall be given to the Company not less than 14 days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting.</p> <p>(2) The Company shall, immediately after the notice of the intention to move any such resolution has been received by It, give Its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof, either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents, not less than seven days before the meeting.</p>
<i>Passing of Resolution by way of Postal Ballot</i>	99	Notwithstanding anything contained in these Articles, the Company, in accordance with the provisions of Section 192A of the Companies Act, 1956 and the relevant rules and regulations notified there under from time to time, may and in the case of resolutions relating to such business as the Central Government may by notification declare to be conducted only by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the general meeting of the Company.
		PROCEEDINGS AT GENERAL MEETINGS
<i>Quorum at General Meeting</i>	100	Five Members personally present shall be a quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business.
<i>Chairman</i>	101	The Chairman of the Board of Directors shall be entitled to take the Chair at every General Meeting. If there be no Chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding such meeting, or is unwilling to act, the Directors present may choose one of their members to act as Chairman of the meeting and in default of their doing so, the Members present shall choose one of the Directors to take the Chair and if no Directors present be willing to take the Chair, the Members present shall choose one of their members to be the Chairman of the Meeting
<i>Proceeding when quorum not present</i>	102	If within half an hour after the time appointed for the holding of a General Meeting a quorum be not present the meeting if convened on the requisition of shareholders shall be dissolved and in any other case shall stand adjourned to the same day In the next week; at the same time and place and or to such other day and at such other time and place as the Directors may determine. If at such adjourned meeting also a quorum be not present within half an hour from the time appointed for holding the meeting the Members present shall be the quorum and may transact the business for which the meeting was called.
<i>Adjourned Meeting</i>	103	The Chairman with the consent of meeting may adjourn any meeting from time to time

		and from place to place; but no business shall be transacted at any adjourned meeting other than business, which might have been transacted at the meeting from which the adjournment took place. No notice of an adjourned meeting shall be necessary to be given unless the meeting is adjourned sine die.
<i>What is to be evidence of the passing of resolution where the poll not demanded</i>	104	At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result on the show of hands) demanded in the manner hereinafter mentioned, and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carded, or carried, unanimously, or by a particular majority, or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
<i>Demand for poll</i>	105	(a) Before or on the declaration of the result or the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion, and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company (i) which confer power to vote a resolution not being less than one-tenth of total voting power in respect of resolution or (ii) on which an aggregate sum of not less than Fifty Thousand Rupees has been paid-up. (b) The demand for a poll may be withdrawn at any time by the person who made the demand. (c) The poll shall be by way of secret ballot.
<i>Time of taking poll</i>	106	(a) If a poll is demanded on the election of a Chairman or on a question of adjournment, it shall be taken forthwith and without adjournment. (b) A poll demanded on any other question shall be taken at such time not being later than 48 hours from the time when the demand was made, as the Chairman may direct.
<i>Rights of Member to use his votes differently</i>	107	On a poll taken at a meeting of the Company, a Member entitled to more than one vote, or his proxy or other person entitled to vote for him as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.
<i>Scrutinisers at poll</i>	108	(a) Where a poll is to be taken, the Chairman of the Meeting shall appoint two scrutineers to scrutinise the votes given on the poll and to report thereon to him; (b) The Chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from the office and to fill vacancies in the office of the scrutineer arising from such removal or from any other cause; (c) Of the two scrutineers appointed under this Article, one shall always be a Member (not being an officer or employee of the Company) present at the meeting, provided that such a member is available and willing to be appointed,
<i>Manner of taking poll and result thereof</i>	109	(a) Subject to the provisions of the Act, the Chairman of the meeting shall have power to regulate the <i>manner</i> in which a poll shall be taken; (b) The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
<i>Motion how decided in case of equality of votes</i>	110	In case of an equality of votes, whether on show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote in addition to his own vote which may be entitled as a Member.
<i>Demand for poll not to prevent transaction of other business</i>	111	The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
<i>Maintenance of minute books and records</i>	112	The Company shall maintain minute books of general meetings and all other statutory records and books of accounts in accordance with the applicable provisions of the Act. The Company shall cause minutes of all proceedings of General meetings to be entered in books kept for that purpose with their pages consecutively numbered, within 30 days of the conclusion of every such meeting concerned. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat. Any such minutes if purporting to be signed by the Chairman of the meeting at which

		the proceedings took place or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose, shall be evidence of the proceedings.
<i>Inspection of Minutes Book</i>	113	The books containing minutes of proceedings of General Meetings of the Company' shall be kept at the Registered Office of the Company and shall be open to the inspection of any member without charge between 11 a.m. and 1.00 p.m. on all working days.
<i>Copies of Minutes</i>	114	Any Member shall be entitled to be furnished within 7 days after he had made a request in that behalf to the Company with a copy of any minutes referred to above at such charge as may be prescribed by the Act.
		VOTE OF MEMBERS
	115	<p>(1) Upon a show of hands every Member entitled to vote and present in person or proxy shall have one vote.</p> <p>(2) Upon a poll every Member who being an individual is present In person or by attorney or by proxy or being a Corporation Is present by a representative or proxy shall have a voting right in proportion to his share of the paid up equity capital of the Company.</p> <p>Provided that in the event of the Company issuing Preference Shares, the holders of such Preference Shares shall have no right to vote either in person or by proxy, at any General Meeting by virtue or in respect of their holdings of Preference Shares, unless the preferential dividend due on such Preference Shares or any part of such dividend has remained unpaid In respect of an aggregate period of not less than 2 years preceding the date of commencement of the Meeting or unless a resolution is proposed directly affecting the rights or privileges attached to such Preference Shares;</p> <p>For the purpose of this Article :</p> <p>(a) Any resolution for winding-up the Company or for the repayment or reduction of its shares capital shall be deemed directly to affect the rights attached to Preference Share.</p> <p>(b) Dividend shall be deemed to be due on Preference Shares in respect of any period whether a dividend has been declared by the Company on such shares for such period or not -</p> <p>(i) On the last day specified for the payment of such dividend for such period in the Article or other instrument executed by the Company In that behalf; or</p> <p>(ii) in case no day has been specified, on the day immediately following such period</p>
<i>Voting by Corporation</i>	116	Any Member who is a Corporate Body present by a representative duly authorised by a resolution of the Directors or other governing body of such Corporation in accordance with the provisions of the Act may vote on a show of hands as if it was a Member of the Company. The production at the Meeting of a copy of such resolution duly signed by one Director of such Corporation or by a Member of its governing body and certified by him as being a true copy of the resolution shall on production at the Meeting be accepted by the Company as sufficient evidence of the validity of his appointment.
<i>No member to vote unless calls are paid up</i>	117	Subject to the provisions of the Act no Member shall be entitled to be present or to vote at any General Meeting either personally or by proxy if call or other sum shah be overdue and payable to the Company in respect of any of the shares of such Members.
<i>Votes in respect of shares of deceased, insolvent members etc.</i>	118	Any person entitled under the transmission clause for transfer of any shares may vote at General Meetings in respect thereof as if he was the registered holder of such shares provided that at least 46 hours before the time of holding the Meeting or adjourned Meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
<i>Qualification of proxy</i>	119	(a) Any Member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself; but a proxy so appointed shall not have any right to speak at the meeting.

		(b) In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that Member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself and that a proxy need not be a Member.
<i>Votes may be given by proxy of attorney</i>	120	Votes may be given either personally or by proxy or in case of a Corporation also by a representative duly authorised as aforesaid.
<i>Instrument appointing proxy</i>	121	Every instrument of proxy whether for a specified meeting or otherwise shall be in writing under the hand of the appointee or his attorney authorised in writing or if such appointer is a Corporation, under its Common Seal or the hand of an officer or attorney duly authorised by it in the form specified by the Act and shall be deposited at the office not less than forty eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote.
<i>Validity of votes given by proxy notwithstanding death of members etc.</i>	122	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of any power of attorney under which such proxy was signed to the transfer of the shares in respect of which the vote is given provided that no intimation in writing of the death, revocation or transfer shall have been received at the office before the meeting.
<i>Time for objection to votes</i>	123	No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote whether given personally or by proxy not disallowed at such meeting or poll, shall be deemed valid for all purposes of such meeting or poll whatsoever.
<i>Chairman of any meeting to be the judge of validity of any vote</i>	124	The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. In the case of an equality of vote, the Chairman shall both on a show of hands and a poll have a casting vote in addition to the vote or votes to which he may be entitled as a member
<i>Equal rights of Members</i>	125	Any Member whose name is entered in the Register of Members of the Company shall enjoy the same rights and be subject to the same liabilities as all other Members holding shares of the same class.
		DIRECTORS
<i>Number of Directors</i>	126	Unless and until otherwise determined by the Company in a General Meeting the number of Directors shall not be less than three or more than 12 excluding Alternate directors.
<i>First Directors</i>	127	persons named hereinafter shall become the first director of the Company. 1. Bijay Kumar De 2. Satyendra Nath Kundu
<i>Nominee Directors</i>	128	The Company shall subject to the provisions of the Act be entitled to agree with any person, firm or body corporate or corporation that he or It shall have the right to appoint his or its nominee on the Board of Directors of the <i>Company upon</i> such terms and conditions as the Company may deem fit. The person, firm or body corporate or corporation shall be entitled from time to time to remove any such Director or Directors and appoint another or others in his or their places. He shall be entitled to the same rights and privileges and be subject to the same obligation as any other Director of the Company.
<i>Debenture Director</i>	129	Any trust deed covering the Issue of debentures of the Company may provide for the appointment of a Director (in these presents referred to as "the Debenture Director) for and on behalf of the debenture holders for such period as is therein provided not exceeding the period for which the debentures or any of them shall remain outstanding and for the removal from office of such Debenture Director and on a vacancy being caused by resignation, death, removal or otherwise for <i>appointment</i> of a Debenture Director in the vacant place.
<i>Alternate Director</i>	130	(a) The Board of Directors may appoint an Alternate Director to act for Director (hereinafter in this Article called "the original Director") at his suggestion or otherwise, during his absence for a period of not less than 3 months from the State in which meetings of the Board are ordinarily held; (b) An Alternate Director appointed under sub-article (a) shall not hold office as such for a period longer than permissible to the original Director in whose place he has

		<p>been appointed and shall vacate office if and when the original Director returns to the State in which meetings of the Board are ordinarily held or if the original Director vacates office as Director;</p> <p>(c) If the term of the office of the original Director is determined before he returns to the State aforesaid any provision for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the original, and not to the Alternate Director.</p>
<i>Qualification of Directors</i>	131	No Directors shall be required to hold any share or qualification shares at the Company.
<i>Remuneration of Directors</i>	132	<p>Each Director shall be entitled to be paid out of the funds of the Company by way of remuneration for his services such sum as may be fixed by the Board of Directors from time to time within the limit as may be permissible under the provisions of the Act and rules and notifications thereunder for every meeting of the Board of Directors or committee thereof attended by him. Subject to the provisions of the Act and other applicable Acts and rules, the Directors shall also be entitled to receive in each year commission at such rate or percentage of the net profit of the company to be computed in accordance with the provisions of the Act and other applicable Acts and rules and such commission shall be divided among the Directors in such proportions and manner as may be determined by them. Directors may allow and pay to any Director who for time being is residing out of the place at which any meeting of the Directors or committees thereof may be held and who shall come to that place for the purpose of attending such meeting such sum as the Directors may consider fair and reasonable for the expenses in connection with his attending the meeting in addition to his remuneration as above specified. If any Director being willing to be appointed to an executive office either wholetime or part time or be called upon to perform extra services or to make any special exertions for any of the purposes of the Company then subject to Sections 198, 309, 310, 314 and other applicable provisions of the Act, the Board may remunerate such Director either by a fixed sum or by percentage of profits or otherwise and such remuneration may be either in addition to or in substitution for, any other remuneration to which he may be entitled.</p>
<i>Directors may fill up vacancy, duration of office of Directors and appointment to vacancy</i>	133	The Director shall have power at anytime and from time to time to appoint subject to the provisions of these presents any person as a Director either to fill a casual vacancy or as an additional Director to the Board but so that the total number shall not at any time exceed the maximum number as fixed in these Articles; but any director so appointed as an additional director shall hold office only upon the date of the next following Annual General Meeting of the Company and shall then be entitled for re-election and any Director so appointed to fill a casual vacancy shall hold office only up to which the Director in whose place he is appointed would have held office if it had not been vacated.
<i>Directors may act notwithstanding vacancy</i>	134	Subject to the provisions of the Act, the continuing Directors may act notwithstanding any vacancy in their body; but so that if the number falls below the minimum number fixed the Directors shall not except in emergencies or for the purposes of filling up vacancies or for summoning General Meeting of the Company act so long as the number is below the minimum and they may so act notwithstanding the absence of a necessary quorum under the provisions of these Articles.
<i>Directors vacating</i>	135	The office of a Director shall be vacated ipso facto: - a. If by notice in writing given to the Company he resigns from his office; or b. in any of the events specified in sub-section (1) of Section 283 of the Act.
<i>Disclosure of interest by Director</i>	136	Every Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into, by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board of Directors in the manner specified and in accordance with the applicable provisions of the Act.
<i>Interested Director not to participate or vote in Board's proceedings</i>	137	No Director of the Company shall as a Director, take any part in the discussion of, or vote on, any contract or arrangement entered into, or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in the contract or arrangement; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void.

ROTATION OF DIRECTORS		
<i>Directors to relieve Annually, how determined</i>	138	At every Annual General Meeting of the Company other than the First Annual General Meeting, one-third of such of the Directors for the time being as are liable to retire by rotation or, if their number is not 3 or a multiple of 3, then the number nearest to one-third shall retire from office by rotation
<i>Which Directors to Retire</i>	139	The Directors to retire by rotation at every Annual General Meeting shall be those (other than the Nominee Director) who have been longest in office since their last appointment, but as between persons who became Directors on the same day those who are to retire shall (unless they otherwise agree among themselves) be determined by lot.
<i>Retiring Directors eligible for re-election</i>	140	A retiring Director shall be eligible for re-election.
<i>Company to fill up Vacancy</i>	141	The Company at the Annual General Meeting at which a Director retires In manner aforesaid may fill up the vacated office by appointing the retiring Director or some other person thereto.
<i>Reiring Directors to remain in office till successors appointed</i>	142	If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day Is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place and it at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy the retiring Director shall be deemed to have been re-appointed at the adjourned meeting, unless : (i) at that meeting or at the previous meeting a resolution for the re-appointment of such Director has been put to the meeting and lost; (ii) the retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed; (iii) he is not qualified or is disqualified for appointment; (iv) a resolution, whether Special or Ordinary; is required for his appointment by virtue of any provisions of the Act; (v) the proviso to sub-section (2) of Section 263 of the Act is applicable to the case.
<i>Appointment of Directors to be voted on individually</i>	143	(a) At every Annual General Meeting of the Company a motion shall not be made for the appointment of two or more persons as Directors of the Company by a single resolution, unless a resolution that it shall be so be made has first been agreed to by the meeting without any vote being given against it. (b) A resolution moved in contravention of sub-article (a) of this Article shall be void whether or not objection is taken at the time to its being so moved Provided that where a resolution so moved is passed, no provision for till automatic reappointment of retiring Directors in default of another appointment shall apply. (c) For the purposes of this Article, a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment
<i>Right of person other than retiring Directors to stand for Directorship</i>	144	(1) No person, not being a retiring Director, shall be eligible for election to the office of Directors at any General Meeting, unless he or some other Member intending to propose him has, at least 14 clear days before the meeting, left at the office a notice in writing under his hand signifying his candidature for the office of Director or the intention of such Member to propose him as a candidate for that office. (2) The Company shall inform its Members of the candidature of a person for the office of Director or the intention of a Member to propose such person as a candidate for that office by serving individual notices on the Members not less than seven days before the meeting; Provided that it shall not be necessary for the Company to serve individual notices upon the Members as aforesaid if the Company advertises such candidature or intention not less than seven days before the Meeting in at least two newspapers circulating in the place where the Registered Office of the Company is located, of which one Is published in the English language and the other in the regional language of that place.
<i>Removal of Directors</i>	145	The Company may by Ordinary Resolution remove a Director, (not being a Nominee Director) before the expiry of his period of office, subject to the provisions of Section 284 of the Act.
PROCEEDINGS OF DIRECTORS		

<i>Meeting of Directors</i>	146	The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit; provided however that a meeting of the Board of Directors shall be held at least once In every 3 calendar months; and at least 4 such meetings shall be held in every year.
<i>When meeting to be Convened</i>	147	The Chairman may at any time and the Managing Director or the Secretary of the Company as may be authorised by the Directors shall upon the request of two Directors convene a meeting of the Directors.
<i>Notice of Meetings</i>	148	Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director for the time being in India, and at his usual address In India to every other Director
<i>Chairman of Board of Directors</i>	149	The Directors may elect Chairman of the Board of Directors and determine the period for which he is to hold office. All meetings of the Directors shall be presided over by such Chairman If present, but if at any meeting of Directors the Chairman be not present, at the time appointed for holding the same, then and In that case the Directors shall choose one of the Directors then present to preside at the meeting.
<i>Question at Board meeting how decided</i>	150	Questions arising at any Board meeting shall be decided by a majority of votes, and in case of an equality of votes, the Chairman of the meeting (whether the Chairman appointed by virtue of these presents or the Director presiding at such meeting) shall have a second or casting vote.
<i>Quorum and it competence to exercise powers</i>	151	The quorum for meeting of the Board of Directors of the Company shall be one-third of its total strength (any fraction contained In that one-third being rounded off as one) or two Directors whichever Is higher; provided that where at any meeting, the number of interested Directors exceeds or Is equal to two thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. For the purpose of this Article :— (i) 'total strength' means the total strength of the Directors of the Company as determined in pursuance of the Act, after deducting therefrom the number of the Directors, if any, whose places may be vacant at the time; (ii) "Interested Directors" means any Director whose presence cannot by reason of Section 300 or any other provisions of the Act count for the purpose of forthcoming a quorum at a meeting of the Board, at the time of the discussion or vote or any mailer
<i>Procedure where meeting adjourned for want of quorum</i>	152	(a) If a meeting of the Board could not be held for want of quorum, then, unless the Director present at such meeting otherwise decide, the meeting shall automatically stand adjourned till the same day in the next week, at the same time and place, or if that day is public holiday, till the next succeeding day which is not a public holiday at the same time and place. (b) The provisions of Article 147 shall not be deemed to have been contravened merely by reason of the fact that a meeting of the Board which had been called in compliance with the terms of that Article could not be held for want of quorum
<i>Directors may appoint committee</i>	153	The Directors may subject to the provisions of the Act delegate any of their powers to Committees consisting of such member or members of their Board or to managers, secretary officers and other employees and persons including any firm or body corporate as they think fit, and they may from time to time revoke such delegation. Any such delegatee shall in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Directors.
<i>Meeting of Committee how to be Governed</i>	154	The meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by' any such regulations made by the Directors under the last preceding Article.
<i>Acts of Board or Committee valid notwithstanding defect of appointment</i>	155	All acts done by any meeting of the Board or of a Committee thereof or by any person acting as a Director shall be valid notwithstanding that it may be afterwards discovered that the appointment of any one or more of such Directors or of any person acting as aforesaid, was invalid by reason of defect or disqualification or had terminated by virtue of any provision contained in the Act or these presents; provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be Invalid or to have terminated.
<i>Resolution by</i>	156	No resolution shall be deemed duly passed by the Board or by a Committee thereof

<i>Circulation</i>		by circulation, unless the resolution has been circulated In draft, together with the necessary papers, if any, to all the Directors, or to all the Members of the Committee, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be), and to all other Directors or Members at their usual address in India and has been approved by such of the Directors as are then in India, or by a majority of such of them, as are entitled to vote on the resolution.
<i>Minutes of proceedings of Directors and Committees</i>	157	The Company shall cause minutes of meetings of the Board of Directors and all Committees of the Board to be duly entered in a book or books provided for that purpose. Each page of every such book shall be consecutively numbered and Initialled or signed and the last page of the record of proceedings of each Board or Committee meetings in such books shall be dated and signed. The minutes shall contain (a) a fair and correct summary of the proceedings at the Meeting; (b) the names of the Directors present at the Meeting of the Board of Directors or of any Committee of the Board; (c) all orders made by the Board and Committee of the Board and all appointments of Officers; (d) all resolutions and proceedings of Meetings of the Board and the Committees of the Board; and (e) in the case of each resolution passed at a Meeting of the Board, the names of the Directors, If any, dissenting from, or not concurring In, the resolution.
<i>By whom minutes to be signed and the effect of such minutes</i>	158	The minutes of any meeting of the Board or of any Committee of the Board, purporting to be signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting shall for all the purposes whatsoever be prima fade evidence of the actual passing of the resolutions recorded and the actual and regular transaction or occurrence of the proceedings so recorded and of the regularity of the <i>meeting at which the same shall appear to have taken place</i>
<i>Proceedings of Directors by any other Means</i>	159	The Directors may If the circumstances so require, meet by means of telephone, television or through any other audio-visual links. The provisions relating to notice, agenda, quorum and minutes stated in these Articles shall mutatis mutandis apply to the meetings held through such audio-visual media.
POWERS OF DIRECTORS		
<i>General Powers of Company vested in Directors</i>	160	Subject to the provisions of the Act and these presents, the business of the Company shall be managed by the Board, who may exercise all such powers and do all such acts and things as the Company is by Its Memorandum or Articles of Association or otherwise authorised to exercise and do and are not by these presents or by statute directed or required to be exercised or done by the Company in a General Meeting, but subject nevertheless to the provisions of the Act and of the Memorandum of Association and these presents and to any regulations not being inconsistent with Memorandum of Association and these presents from time to time made by the Company In a General Meeting provided that no such regulation shall Invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
<i>Certain powers to be exercised byt Board only at meeting</i>	161	The Board shall exercise the following powers on behalf of the Company, and It shall do so only by means of resolutions passed at its meetings (a) the power to make calls on shareholders in respect of money unpaid on their shares; (b) the powers to issue debentures; (c) the power to borrow moneys otherwise than on debentures; (d) the power to invest the funds of the Company; and (e) the power to make loans; Provided that the Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, the Manager, or any other principal officer of the Company or in the case of a branch office of the Company, the principal officer of the branch office of the Company, the powers specified in clauses (c), (d) and (e) to the extent specified in Section 292 of the Act and all such conditions as the Board may prescribe.
<i>Consent of Company necessary for exercise</i>	162	The Board shall not, except with the consent of the Company In General Meetings : (a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one

<i>of certain powers</i>		<p>undertaking of the whole, or substantially the whole, of any such undertakings;</p> <p>(b) remit, or give time for the re-payment of any debt due by a Director;</p> <p>(c) invest, otherwise than in trust securities the amount of compensation received by the Company in respect of the compulsory acquisition of any undertaking of the Company as referred to in clause (a), or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time;</p> <p>(d) borrow moneys, where the moneys to be borrowed together with the moneys already borrowed by the Company, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes; or</p> <p>(e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed Rs. 50,000/- or 5 per cent of its average net profits as determined in accordance with the provisions of the Act during the 3 financial years immediately preceding, whichever is greater.</p>
<i>Specific Powers given to Directors</i>	163	<p>Without prejudice to the general powers conferred by Article 161 and the other powers conferred by these presents but subject however to the provisions of the Act, it is hereby expressly declared that the Directors shall have the following powers :</p> <p>(a) To pay the costs, charges and expenses, preliminary and incidental, for the promotion, formation, establishment and registration of the Company.</p> <p>(b) To have an Official Seal for use abroad.</p> <p>(c) To keep Foreign Register in accordance with the provisions of the Act.</p> <p>(d) To purchase or otherwise acquire for the Company any property rights or privileges that the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit.</p>
<i>To open and close bank accounts</i>		(e) To open or close accounts with any bank or bankers or with any company, firm or individual and to pay money into and draw or transfer money from any such account from time to time as the Directors may think fit.
<i>To secure contracts</i>		(f) To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its unpaid capital for the time being or in such other manner as they think fit.
<i>To accept surrender of shares etc</i>		(g) To accept from any Member, so far as may be permissible by law, on such terms and condition; as may be agreed a surrender of his shares or stocks or any part thereof
<i>To institute and defend legal proceedings</i>		(h) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company, or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debt due or any claims or demands by or against the Company.
<i>To invest moneys</i>		(i) To invest and deal with any of the moneys of the Company not immediately required for the purposes thereof, upon such securities and in such manner as they may think fit and from time to time to vary or realise such investments.
<i>To give security by way of indemnity</i>		(j) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit; and any such mortgage may contain a power of sale and such other powers) covenants and provisions as shall be agreed upon.
<i>To subscribed for charitable fund etc.</i>		(k) Subject to the provisions of these Articles, to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition or to any institution, club, society or fund.
<i>To ensure compliance of local laws</i>		(l) To comply with the requirements of any local law, which in their opinion it shall in the interest of the Company, be necessary or expedient to comply with.
<i>Power of Attorney</i>		(m) At any time and from time to time but subject to the provisions of Section 292 of the Act and these presents by Power of Attorney to appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Director under these presents) and for such period and subject to such conditions as

		the Directors may from time to time think fit and any such appointment (if the Directors think fit) may be made in favour of any Company or the members, directors, nominees or managers of any Company, firm or otherwise In favour of any fluctuating body of persons whether nominated directly or indirectly by the Directors, and any such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Directors may think fit.
<i>Managing Director / Wholetime Director</i>		<p>(a) Subject to the provisions of the Act, the Board may from time to time appoint or reappoint one or more of its number to be the Managing Director or Managing Directors or the whole time Director or Directors of the Company for such terms not exceeding five years at a time and for such terms, on such remuneration and upon such conditions as It may think fit.</p> <p>(b) Subject to the provisions of the Act, the Board may from time to time entrust to and confer upon the Managing Director or the whole time Director, for the time being, such of the powers exercisable under these presents by the Board as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions, and with such restrictions as they think expedient, and they may confer such powers, either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Board, in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.</p> <p>(c) Subject to the provisions of the Act, Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation. If he ceases to hold the office of a Director for any cause whatsoever he shall ipso facto and immediately cease to be the Managing Director.</p>
		THE SEAL
<i>The Seal, its custody and use</i>		<p>The Directors shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the Seal and substitute a new Seal In lieu thereof, and the Directors shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by or under the authority of the Directors or a Committee of Directors previously given.</p> <p>Any document, to which the Seal of the Company is affixed, other than share certificates, shall be signed by a Director; provided that certificates of shares may be under the signatures of such persons as provided by the Companies (Issue of Share Certificates) Rules in force from time to time. Save as otherwise expressly provided by the Act a document or proceeding requiring authentication by the Company may be signed by the Director, or by the Secretary or by any other officer authorised in that behalf by the Board and need not be under its Seal.</p>
<i>Seal abroad</i>		The Company may exercise the powers conferred by Section 50 of the Act and such powers shall accordingly be vested In the Directors.
		DIVIDENDS
<i>Division of Profits</i>		The profits of the Company subject to any special rights relating thereto created or authorised to be created by the Memorandum or these presents and subject to the provisions of the Act and these presents, shall be divisible among the members of each class in proportion to the amount of capital paid-up on the shares held by them of such class respectively.
<i>Declaration of Dividend</i>		The Company In General Meeting may declare a dividend to be paid to the Members according to their respective rights and interests In the profits and may fix the time for payment
<i>Dividends in proportion to amount paid-up</i>		The Company may pay dividends in proportion to the amount paid-up or credited as paidup on each share, where a larger amount is paid-up or credited as paid-up on some shares then on others.
<i>No larger Dividend than recommended by Directors</i>		No larger dividend shall be declared in General meeting than Is recommended by the Directors but the Company in General Meeting may declare a smaller dividend, subject to the provisions of Section 205 of the Act and no dividend shall carry interest.
<i>Interim Dividend</i>		The Directors may from time to time pay to the Members such interim dividends as in their judgement the position of the Company justifies.
<i>Retention of dividends until completion of</i>		The Directors may retain the dividends payable upon shares In respect of which any person is entitled to become a Member of which may any person under that Article is entitled to transfer until such person shall become a Member In respect of such

<i>transfer</i>		shares or duly transfer the same.
<i>No member to receive dividend whilst indebted to the Company and Company's right of reimbursement there out</i>		Subject to the provisions of the Act no Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any money may be due or owing from him to the Company In respect of such share or shares or otherwise howsoever either alone or jointly with any other person or persons and may deduct from the Interest or dividend payable to any Member all sums of money so due from him to the Company.
<i>Transfer of shares must be registered</i>		A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.
<i>Dividends how remitted</i>		Unless otherwise directed any dividend may be paid by cheque or warrant sent through the post to the registered address of the Member or person entitled or In case of joint holders to that one of them first named In the Register in respect of the joint holding. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the Member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent or improper recovery thereof by any other means.
<i>Unpaid or unclaimed Dividends</i>		Unpaid or unclaimed dividends will be dealt with in accordance with the provisions of Sections 205A, 205C and other applicable provisions of the Act.
<i>Special provisions with reference to Dividend</i>		No dividend shall be payable except in cash; provided that nothing in this Article shall be deemed to prohibit the capitalization of profits or reserves of the Company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the Members of the Company.
		ACCOUNTS
<i>Directors to keep true Accounts</i>		The Directors shall cause proper books of accounts to be kept of (a) all sums of money received and expended by the Company and the mailers in respect of which such receipt and expenditure take place; (b) all sales and purchases of goods by the Company; and (c) the assets and liabilities of the Company, and generally of all its commercial, financial and other affairs, transaction and engagement and of all other matters, necessary for showing the true and fair financial state and condition of the Company and the accounts shall be kept in English in such manner as the Directors may deem fit; and the books of accounts shall be kept at the Registered Office of the Company or such other place or places in India as the Directors think fit, and shall be open to inspection by any Director during business hours.
<i>Inspection by members of books of accounts etc. of the Company</i>		The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to inspection.
<i>Annual Accounts and Balance Sheet</i>		At every Annual General meeting of the Company, the Directors shall place before the Company a Profit and Loss Account for the period since the preceding account and a Balance Sheet containing a summary of the property and liabilities of the Company made up to date not more than 6 months before the meeting or in case where an extension of time has been granted for holding the general meeting up to such extended time and every such Balance Sheet shall as required by Section 217 of the Act, be accompanied by a Report (to be attached thereto) of the Directors containing such information as may be prescribed by the Act.
<i>Form and contents of Balance Sheet and Profit and Loss Account</i>		Every Balance Sheet and Profit and Loss Account of the Company shall give a true and fair view of the state of affairs of the Company as at the end of the financial year and shall, subject to the provisions of Section 211 of the Act, be in the forms set out in Part I and II respectively of Schedule vi of the Act, or as near thereto as circumstances admit.
<i>Authentication of Balance Sheet, Profit and Loss Account and other documents</i>		Every Balance Sheet and every Profit and Loss Account of the Company shall be signed by 2 Directors one of whom shall be the Managing Director, if any, or when only one Director is for the time being in India by such Director and by the Manager or Secretary. The Balance Sheet and the Profit and Loss Account shall be approved by the Board of Directors before they are signed on behalf of the Board in accordance

		with the provisions of this Article and before they are submitted to the Auditor for their report thereon. The Auditors Report shall be attached to the Balance Sheet or there shall be inserted at the foot of the Balance Sheet and Profit and Loss Account a reference to the Report.
		NOTICES AND DOCUMENTS
<i>Service of notice</i>		The Company shall comply with the provisions of Sections 53,172 and 190 of the Act as to serving of notices.
<i>Transfer etc. bound by prior notices</i>		Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which previously to his name and address and title to the share being notified to the Company, shall have been duly given to the person from whom he derives his title to such shares.
<i>Notice valid though Member deceased</i>		Subject to the provisions of the Act any notice given in pursuance of these presents or document delivered or sent by post to or left at the registered address of any Member or at the address given by him in pursuance of these presents shall notwithstanding such Member be then deceased and whether or not the Company have notice of his demise be deemed to have been duly served In respect of any registered share, whether held solely or jointly with other persons by such Member until some other person be registered in his stead as the holder or the joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her heirs, executors or administrators and all persons, if any, jointly interested with him or her in any such share.
		WINDING UP
<i>Winding up</i>		If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid-up, or which ought to have been paid-up, at the commencement of the winding up, on the shares held by them respective and it in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid- up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital at the commencement of the winding up paid-up or which ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.
<i>Distribution in specie or kind</i>		If the Company is wound up whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, and any other sanction required by the Act divide amongst the contributories in specie or kind, the whole or any part of the assets of the Company and may, with the like sanction, vest the whole or any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the Liquidators with the like sanction shall think fit.
		SECRECY CLAUSE
<i>Secrecy Clause</i>		No member shall be entitled to enter upon the property of the Company or to inspect or examine the Company's premises or properties of the Company without the permission of the Directors and no member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which may be in the nature of a trade secret, mystery of trade, or secret process) which may relate to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient In the interest of the Members of the Company to communicate to the public.
		INDEMNITY AND RESPONSIBILITY
<i>Directors and others right to Indemnity</i>		(1) Subject to the provisions of Section 201 of the Act every Director of the Company or Officer (whether Managing Director? Manager, Secretary or other Officer) or employee of the Company shall be indemnified by the Company and it shall be the duty of the Directors to pay out of the funds of the Company all costs, losses and expenses (including travelling expenses) which any such Director, Officer or employee may incur or become liable to by reason of any contract entered into or act or deed by him as such Director,



	<p>officer or employee or in any way In the discharge of his duties</p> <p>(2) Subject as aforesaid every Director or officer or employee of the Company shall be indemnified against any liability Incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief Is given to him by the Court.</p> <p>Subject to the provisions of the Act and so far as such provisions permit, no Director, auditor or other officer of the Company shall be liable for acts, receipts, neglects or defaults of any other Director or officer or for joining In any such receipt or act or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Director for/upon behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss occasioned by any error of judgement, omission, default or oversight on his part or for any loss, damage or misfortune which shall happen In the execution of the duties of his office or in relation thereto unless the same happens through his own dishonesty.</p>
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SECTION – 7 OTHER INFORMATION

DOCUMENTS FOR INSPECTION

1. Memorandum and Articles of Association, as amended till date
2. Certification of incorporation
3. Reports of the statutory Auditors of the Company mentioned in this Information Memorandum
4. Scheme of Arrangement sanctioned by the Hon' able High Court of Calcutta vide its order dated November 17, 2009
5. ROC filing of the Scheme as on December 02, 2009
6. Letters issued by BSE and CSE according their no objection to the Scheme.
7. Tripartite Agreement between the Company, the RTA and NSDL dated 19th January 2010
8. Tripartite Agreement between the Company, the RTA and CDSL dated 11th February 2010



DECLARATION

No statement made in this Information Memorandum shall contravene any of the provisions of the Companies Act 1956 and the rules made thereunder. All the legal requirements as also the Regulations, Guidelines, instructions, etc., issued by SEBI, Government or any other competent authority in respect of listing of securities have been duly complied with.

For and on behalf of the Board of Directors of the Emami Infrastructure Limited

Abhijit Datta
Chairman

Dated : 09.07.2010