

Notice to the Members

Notice is hereby given that the Sixty-Seventh Annual General Meeting of the Members of Saregama India Limited will be held at Mohit Moitra Mancha, 34/1, Raja Manindra Road, Paikpara, Kolkata-700 037, on Wednesday, the 30th day of July, 2014 at 10.00 A.M. for the following purposes :

1. To receive, consider and adopt the audited financial statements for the year ended 31st March, 2014, including the Balance Sheet as at that date, the Statement of Profit & Loss and the consolidated financial statements for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. Sanjiv Goenka (DIN 00074796) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and for the purpose to consider and, if thought fit, to pass with or without modification, the following Ordinary Resolution.

“RESOLVED that pursuant to the provisions of Sections 139(2) and 142 of the Companies Act, 2013 and rules made there under and pursuant to recommendation of Audit Committee of the Board of Directors, the retiring Auditors, Messrs. Price Waterhouse (Firm Registration No. 301112E), Chartered Accountants be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Seventieth Annual General Meeting for the three consecutive financial years for 31st March, 2015, 31st March, 2016 and 31st March, 2017, subject to ratification of the appointment by the shareholders at every Annual General Meeting held after this Annual General Meeting at a remuneration as may be confirmed by the Audit Committee and approved by the Board of Directors of the Company in consultation with the Auditor from time to time plus applicable service tax.”

SPECIAL BUSINESS

To consider and if, thought fit, to pass with or without modifications, the following Resolutions :

5. *As an Ordinary Resolution*

“RESOLVED that pursuant to Sections 149,150,152,160 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of Listing Agreement, Mr. Sumantra Banerjee (DIN 00075243), Director of the Company whose period of office was liable to retire by rotation and who pursuant to the provisions of the Companies Act, 2013 (being an Independent Director) will no longer liable to retire by rotation and who in accordance with the Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office with effect from 1st April, 2014 upto 31st March, 2019, not liable to retire by rotation.”

6. *As an Ordinary Resolution*

“RESOLVED that pursuant to Sections 149,150,152,160 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of Listing Agreement, Mr. Pradipta Kumar Mohapatra (DIN 00066239), Director of the Company whose period of office was liable to retire by rotation and who pursuant to the provisions of the Companies Act, 2013 (being an Independent Director) will no longer liable to retire by rotation and who in accordance with the Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office with effect from 1st April, 2014 upto 31st March, 2019, not liable to retire by rotation.”

7. *As an Ordinary Resolution*

“RESOLVED that pursuant to Sections 149,150,152,160 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of Listing Agreement, Mr. Harshavardhan Neotia (DIN 00047466), Director of the Company whose period of office was liable to retire by rotation and who pursuant to the provisions of the Companies Act, 2013 (being an Independent Director) will no longer liable to retire by rotation and who in accordance with the Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office with effect from 1st April, 2014 upto 31st March, 2019, not liable to retire by rotation.”

8. *As an Ordinary Resolution*

“RESOLVED that pursuant to Sections 149,150,152,160 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of Listing Agreement, Mr. Bhaskar Raychaudhuri (DIN 00277913), Director of the Company whose period of office was liable to retire by rotation and who pursuant to the provisions of the Companies Act, 2013 (being an Independent Director) will no longer liable to retire by rotation and who in accordance with the Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office with effect from 1st April, 2014 upto 31st March, 2019, not liable to retire by rotation.”

9. *As an Ordinary Resolution*

“RESOLVED that pursuant to the provisions of Section 148 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, M/s. Shome & Banerjee, Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company (‘the Board’) for the financial year ending 31st March, 2015, be paid a remuneration of ₹ 1,50,000.

RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. *As a Special Resolution*

“RESOLVED that in accordance with the applicable provisions of the Companies Act, 1956 (‘the Act’) read with Schedule XIII to the Act and all other applicable provisions, if any, of the Companies Act, 2013 (‘the new Act’) read with Schedule V to the new Act or any amendment or re-enactment thereof and subject to such other approval as may be necessary, consent be and is hereby accorded to partially amending / varying the managerial remuneration paid / payable to Mr. G. B. Aayeer (‘Mr. Aayeer’), the Whole-time Director not liable to retire by rotation, on the terms and conditions set out in the Supplemental Agreement entered into between the Company and Mr. Aayeer, copy whereof initialed by the Chairman is laid on the table for the purpose of identification, which Agreement is hereby specifically approved, as follows :-

With effect from 1st July, 2013 -

- Basic Salary : ₹ 2,49,737/- per month
- Management Allowance : ₹ 2,49,737/- per month

RESOLVED FURTHER that all other terms and conditions including other allowances, reimbursements, benefits and perquisites paid / payable to Mr. Aayeer shall remain unchanged except to the extent altered as above.”

Registered Office:

‘The Studios @ Dum Dum’

33, Jessore Road,

Kolkata-700 028

Dated: 12th June, 2014.

By Order of the Board

Tony Paul

Company Secretary & Head Legal

NOTES :

1. The Statement, pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business under Items 5 to 10 of the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.
4. Members / Proxies should bring the Attendance Slips duly filled in, for attending the Meeting.
5. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting.
6. In accordance with Clause 49 IV (G) of the Listing Agreement, a brief profile of the Directors seeking appointment and / or re-appointment according to Items 3, 5 to 8 of this Notice is provided in the Notes annexed hereto.
7. The Register of Members and Share Transfer Books shall remain closed from 24th July, 2014 to 30th July, 2014 (both days inclusive) and dividend as recommended by the Board of Directors, if declared at the Meeting, shall be payable to those shareholders whose names appear on the Company's Register of Members on 30th July, 2014 or to their mandatees. In respect of shares held in electronic form, dividend will be payable to those shareholders who are notified as beneficiaries by the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited at the close of business on 23rd July, 2014.
8. Dividend not claimed within 7 years will be transferred to the Investor Education and Protection Fund (IEPF). All unpaid / unclaimed dividend for the Financial Year ended 31st March, 2008 is due to be transferred to the aforesaid account on or before 28th August, 2015. Claims for payment of such dividend should, therefore be lodged to the Company or to its Registrar and Share Transfer Agents, MCS Limited, 77/2A, Hazra Road, Kolkata-700 029 immediately.
9. Members can avail the nomination facilities under Section 72 of the Companies Act, 2013 by filing necessary Form with the Registrars and Transfer Agents, MCS Limited, 77/2A, Hazra Road, Kolkata-700 029 (in the case of physical shares) or to the Depository Participants (in the case of dematerialised shares). The necessary Form will be supplied on request.
10. Members having queries relating to Accounts may send their queries at least 7 days before the date of the Meeting, to the Company's Secretarial Department at 33, Jessore Road, Kolkata-700 028.
11. The Company is committed to make efforts for preserving the environment and has been working on a number of ways to reduce usage of paper. In line with the circular of the Ministry of Corporate Affairs, Government of India, the Company proposes to send to the Members notices, annual report and accounts and other communication through electronic mode. Members are, therefore, requested to update their e-mail address with the Depository Participant, if the holding is in electronic mode or intimate to the Company's Registrars MCS Limited by sending an e-mail mentioning the shareholder's name and Folio Number / DPID & Client ID at mcskol@rediffmail.com. Copies of all such communication can also be obtained in physical form free of cost, upon request.
12. Voting through Electronic means :

The Company will provide to its Members the facility to exercise their right to vote at the Sixty-Seventh Annual General Meeting (AGM) by electronic means and the business transacted through e-Voting Services provided by National Securities Depository Limited (NSDL) in compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

The instructions for voting are as under:

- A. In case a Member receives an e-mail from NSDL [for Members whose e-mail IDs are registered with the Company / Depository Participant(s)] :
 - i) Open e-mail and open PDF file viz., "Saregama e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password / PIN for e-Voting. Please note that the password is an initial password.
 - ii) Launch Internet Browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii) Click on Shareholder - Login
 - iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
 - v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) Home page of e-Voting opens. Click on e-Voting Cycles.
 - vii) Select "EVEN" of Saregama India Limited.

- viii) Now you are ready for e-Voting as Cast Vote page opens.
- ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evotingam@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for Members whose e-mail IDs are not registered with the Company / Depository Participants(s) or those requested for physical copy]:
- i) Initial password is provided at the bottom of the name & address sheet attached to the Attendance Slip for the AGM:
EVEN (E Voting Event Number) USER ID PASSWORD / PIN
- ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- II. If you are already registered with NSDL for e-Voting then you can use your existing User ID and Password / PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending the future communication(s).
- IV. The e-Voting period commences on 22nd July, 2014 (9.00 A.M.) and ends on 24th July, 2014 (6:00 P.M.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th June, 2014, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- V. The voting rights of shareholders shall be in proportion to their shares on the paid up equity share capital of the Company as on the cut-off date (record date) of 20th June, 2014.
- VI. Mr. Mohan Ram Goenka, Practicing Company Secretary (Membership No. F4515) has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- VII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VIII. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.saregama.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
13. Those Members, who do not have access to e-Voting facility, if they so desire, may contact Company's Secretarial Department at 33, Jessore Road, Kolkata-700 028 for assistance in casting the votes. Outstation Members may call 033-2551 2984 / 4773 or mail to co.sec@saregama.com for any guidance.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Items of Special Business set out in the Notice convening the Sixty-Seventh Annual General Meeting of the Company to be held on 30th July, 2014.

Item Nos. 5 to 8

Mr. Sumantra Banerjee, Mr. Pradipta Kumar Mohapatra, Mr. Harshavardhan Neotia and Mr. Bhaskar Raychaudhuri have been Non-Executive Directors on the Board of Directors ('the Board') of the Company since 1990, 1994, 1996 and 2013 respectively. They are also Independent Directors in accordance with the conditions of the Listing Agreement with the Stock Exchanges.

With the enactment of the Companies Act, 2013 ('the Act') it is now incumbent upon every listed company to have the requisite number of Independent Directors. It is also required that the independent directors not be liable to retire by rotation and be appointed for a fixed term. In terms of Clause 49 of Listing Agreement, Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Sumantra Banerjee, Mr. Pradipta Kumar Mohapatra, Mr. Harshavardhan Neotia and Mr. Bhaskar Raychaudhuri being eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors for five consecutive years for a term upto 31st March, 2019 and they are not liable to retire by rotation.

Mr. Sumantra Banerjee, Mr. Pradipta Kumar Mohapatra, Mr. Harshavardhan Neotia and Mr. Bhaskar Raychaudhuri are not disqualified from being appointed as Directors in term of Section 164 of the Act and has given their consent to act as Independent Directors.

The Company has received from the above Directors necessary declarations to the effect that they will meet the criteria of independence as provided in sub-section (6) of Section 149 of the Act .

The Company has received four separate Notices in writing from Members along with the requisite deposits of money proposing the candidatures of Mr. Sumantra Banerjee, Mr. Pradipta Kumar Mohapatra, Mr. Harshavardhan Neotia and Mr. Bhaskar Raychaudhuri for the office of Directors under the provisions of Section 160 of the Act.

In the opinion of the Board, Mr. Sumantra Banerjee, Mr. Pradipta Kumar Mohapatra, Mr. Harshavardhan Neotia and Mr. Bhaskar Raychaudhuri fulfils the conditions specified in the Act and the rules made thereunder and they are independent of the management. The Board considers that the continued association of the above Directors would be of immense benefit to the Company and it is desirable to continue to avail of their services as Independent Directors.

The Resolutions set out under Items 5 to 8 of the Notice seek the approval of the Members for the appointments of the above Directors as Independent Directors of the Company pursuant to Section 149 and other applicable provisions of the Act and the rules made there under and Listing Agreement.

A copy each of the draft letters of appointment of the above Directors as Independent Directors of the Company setting out the terms & conditions are available for inspection without any fee by the Members at the Company's Registered Office between 10 A.M. to 12 Noon on any working day of the Company and will also be available for inspection at the Meeting.

The Directors concerned may be deemed to be concerned or interested in the Resolutions relating to their respective appointments.

The Board recommends the Resolutions set out under Item Nos. 5 to 8 of the Notice for approval of the Members.

Except, Mr. Sumantra Banerjee, Mr. Pradipta Kumar Mohapatra, Mr. Harshavardhan Neotia and Mr. Bhaskar Raychaudhuri, being appointee(s), none of the Director and Key Managerial Personnel of the Company and their relatives are concerned or have interest, financial or otherwise, in the Resolution set out at Item Nos. 5 to 8, except to the extent of shareholdings as held by them, if any, in the Company.

Item No. 9

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Shome & Banerjee, Cost Accountants, the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out under Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

None of the Director and Key Managerial Personnel of the Company and their relatives are concerned or have interest, financial or otherwise, in the Resolution set out at Item No. 9, except to the extent of shareholdings as held by them, if any, in the Company.

The Board recommends that the Resolution be passed.

Item No. 10

Mr. G. B. Aayeer, who has been functioning as the Chief Financial Officer, was appointed as the Director and as the 'Manager' of the Company with effect from 9th April, 2012 and his appointment and remuneration were approved by the shareholders at the Annual General Meeting held on 27th July, 2012. Subsequently, Mr. Aayeer resigned as the 'Manager' with effect from 1st January, 2013. The variation in remuneration of Mr. Aayeer, the Whole-time Director, was also approved by the shareholders at the Annual General Meeting held on 26th July, 2013. In terms of the said approval, Mr. Aayeer is entitled to a salary of ₹ 2,15,290/- per month, Management Allowance of ₹ 2,15,290/- per month and Customised Allowance Pool (comprising of Leave Travel Allowance, Medical reimbursement, Company Leased Accommodation / House Rent Allowance, Conveyance and Special Allowance) of ₹ 2,87,251/- per month respectively. The Board of Directors of your Company ('the Board') at its meeting held on 17th September, 2013, on the recommendation of the Compensation Committee, approved, subject to the approval of the Members, an increase in the remuneration paid / payable to Mr. Aayeer as Whole-time Director as detailed hereinbelow to bring it in conformity with the remuneration structure of the Company.

Accordingly, the remuneration paid / payable to Mr. Aayeer as Whole-time Director, is proposed to be varied / altered with effect from 1st July, 2013 as follows:

With effect from 1st July, 2013 -

- Basic Salary : ₹ 2,49,737/- per month
- Management Allowance : ₹ 2,49,737/- per month

The other allowances, reimbursements, benefits and perquisites paid / payable to Mr. Aayeer as approved by the shareholders at its meetings held on 27th July, 2012 and 26th July, 2013 shall remain unchanged except to the extent altered as above. Provided the total annual remuneration payable to Mr. Aayeer is in accordance with the conditions as contained in Part II of Schedule XIII read with sub-section (2) of Section 269 with other applicable provisions of the Companies Act, 1956 and in accordance with the conditions as contained in Part II of Schedule V read with sub-section (2) of Section 196 of the Companies Act, 2013, as applicable.

In accordance with the provisions of Section 302 of the Companies Act, 1956 the Members were sent the abstract containing the variation / alteration in the terms of remuneration of Mr. Aayeer as referred to above.

Your Board of Directors recommends that the Resolution set out in Item No. 10 of the Notice convening the Meeting be approved by the Members.

Copy of the Supplemental Agreement executed between Mr. Aayeer and the Company is available for inspection of Members at the Registered Office of the Company between 10 A.M. to 12 Noon on any working day of the Company and will also be available for inspection at the Meeting.

Except Mr. Aayeer, none of the Director and Key Managerial Personnel of the Company and their relatives are concerned or have interest, financial or otherwise, in the Resolution set out at Item No. 10, except to the extent of shareholdings as held by him, if any, in the Company.

Registered Office:
'The Studios @ Dum Dum'
33, Jessore Road,
Kolkata-700 028
Dated: 12th June, 2014.

By Order of the Board
Tony Paul
Company Secretary & Head Legal

Brief profile of Directors seeking re-appointment / appointment at the Annual General Meeting to be held on 30th July, 2014 pursuant to Clause 49(VI) of Listing Agreement

1. Mr. Sanjiv Goenka

Son of Late Dr. Rama Prasad Goenka, Mr. Sanjiv Goenka is the Chairman of ₹140 billion RP-Sanjiv Goenka Group. Mr. Goenka's companies are involved in power generation, distribution, coal mining, retailing, carbon black, plantation, music, media, entertainment, infrastructure, BPO and others.

Mr. Goenka, a former President of Confederation of Indian Industries (CII), All India Management Association (AIMA) and he was a member of the Prime Minister's Council of Trade & Industry. He served as Chairman, Board of Governors, Indian Institute of Technology, Kharagpur for a number of years and he is currently a Member, Board of Governors, International Management Institute - Kolkata, Delhi and Bhubaneswar. Mr. Goenka is Honorary Consul of Canada in Kolkata.

Qualification: B. Com (Hons.) from St. Xavier's College, Kolkata.

Date of Birth: 29th January, 1961.

Directorship in other companies:

Mr. S. Goenka is also a Director in the following companies:

CESC Limited - Chairman, Phillips Carbon Black Limited - Chairman, Firstsource Solutions Limited - Chairman, Harrisons Malayalam Limited - Chairman, Spencer & Company Limited - Chairman, Spencer International Hotels Limited - Chairman, Woodlands Multispeciality Hospital Limited - Chairman, RPG Enterprises Limited - Vice Chairman, Eveready Industries India Limited - Director, STEL Holdings Limited - Director, Noida Power Company Limited - Director and Graphite India Limited - Director.

Membership of Committees of the Board:

Member of Remuneration Committee of Eveready Industries India Limited.

Shareholdings as stated in Clause 49 (IV) (E) (v): Mr. Sanjiv Goenka does not hold any share in the Company.

Mr. Sanjiv Goenka is related to Mrs. Preeti Goenka and Mrs. Sushila Goenka, Directors of the Company.

2. Mr. Sumantra Banerjee

Mr. Sumantra Banerjee worked with Monsanto in the US and repatriated to India after 10 years in USA. In India, he has been in various companies of the RPG Group since 1984 at senior management level. Mr. Banerjee has 40 years of experience in India and abroad in manufacturing, engineering, finance, marketing and general management functions. He joined the RPG Management Board in 1991 and since 1993, he has been with CESC Limited as its Managing Director. Apart from being the Managing Director of CESC Limited, Mr. Banerjee was also the President and Chief Executive of RPG Power and Retail Groups till 31st March, 2013.

Qualification: B. Tech from IIT, Kharagpur.
 MS in Polymer Science.
 MBA in Marketing and Finance from USA.

Date of Birth: 31st December, 1949.

Directorship in other companies:

Mr. S. Banerjee is also a Director in the following companies:

Spencer International Hotels Limited - Director, Dhariwal Infrastructure Limited - Director, Noida Power Company Limited - Director, Au Bon Pain Café India Limited - Director, Myriad Ventures Private Limited - Director and Arohan Financial Services Private Limited - Director.

Membership of Committees of the Board: Nil.

Shareholdings as stated in Clause 49 (IV) (E) (v): Mr. Sumantra Banerjee does not hold any share in the Company.

3. **Mr. Pradipta Kumar Mohapatra**

Mr. Pradipta Kumar Mohapatra coaches executives and entrepreneurs after two decades of experience in supervising CEOs across businesses. During his long innings at the RPG Group, Mr. Mohapatra incubated a series of first time businesses in India such as Foodworld, Musicworld, Health & Glow, Saregama.com and Hamaracd.com (first custom CD manufacturing portal in the world). He sits on the Board of many public as well as startup companies across India, Asia-Pacific, UK and USA.

Mr. Mohapatra served as Chairman, Confederation of Indian Industries (Southern Region) and President of Madras Management Association and co-founded Coaching Foundation India Limited as well as Chennai Business School Limited. Studied Management at Mumbai and Harvard, Mr. Mohapatra was invited to be a Fellow of Chartered Management Institute, UK.

Mr. Mohapatra co-authored 2009's best selling book, 'India's Global Powerhouses' published by Harvard Business Publishing, Boston.

Qualification: B.Sc. (Eng.), FCFI (UK), AMP.

Date of Birth: 19th February, 1950.

Directorship in other companies:

Mr. P. K. Mohapatra is also a Director in the following companies:

Coaching Foundation India Limited - Chairman, Chennai Business School Limited - Chairman, Zensar Technologies Limited - Director, RPG Life Sciences Limited - Director, Morarjee Textiles Limited - Director, KMC Speciality Hospitals (India) Limited - Director, Lakshmi Kiran Eye Care Private Limited - Chairman, Trivone Digital Services Private Limited - Director, R & R Salons Private Limited - Director, Qwik Silver Solutions Private Limited - Director, Dusters Total Solutions & Services Private Limited - Director and P. Orr & Sons Private Limited - Director.

Membership of Committees of the Board:

Chairman and member of Compensation and Audit Committees of Zensar Technologies Limited respectively and member of Audit and Compensation Committees of RPG Life Sciences Limited.

Shareholdings as stated in Clause 49 (IV) (E) (v): Mr. Pradipta Kumar Mohapatra does not hold any share in the Company.

4. **Mr. Harshavardhan Neotia**

Mr. Harshavardhan Neotia did his schooling in La Martiniere for Boys, Kolkata and obtained B.Com (Hons.) from St. Xavier's College, Kolkata. Subsequently he completed the Owner President Management Program (OPM) from the Harvard Business School, USA.

Mr. Neotia is the Chairman of Ambuja Neotia Group. Operating through several companies the Ambuja Neotia Group covers the entire spectrum of the Real Estate industry including Housing, Hospitality, Health Care and Education.

Mr. Neotia was conferred with 'Padma Shri' by the Hon'ble President of India in 1999 for his outstanding initiative in social housing. He was also honoured with YPO Legacy of Honour Award in 2005.

Mr. Neotia is a Member on the Board of Governors of Indian Institute of Management, Kolkata and also a Member on the Society of Rajiv Gandhi Indian Institute of Management, Shillong. Mr. Neotia is the Vice President of FICCI and also a Member of the Chief Minister's Advisory Council, Government of Rajasthan. He is on the Board of Shree Somnath Trust, Gujarat.

Mr. Neotia is the Honorary Consul of Israel in West Bengal.

Date of Birth: 19th July, 1961.

Mr. H. Neotia is also a Director in the following companies:

Choicest Enterprises Limited - Chairman, GGL Hotel & Resort Company Limited - Chairman, AIPL Ambuja Housing & Urban Infrastructure Limited - Chairman, Ambuja Housing & Urban Infrastructure Company Limited - Chairman, Neotia Healthcare Initiative Limited - Chairman, Ganapati Parks Limited - Chairman, Bengal Ambuja Housing Development Limited - Managing Director, Luxmi Township Limited - Director and Bengal Ambuja Metro Development Limited - Director.

Membership of Committees of the Board:

Chairman of Audit and Remuneration Committees of GGL Hotel & Resort Company Limited and Ambuja Housing & Urban Infrastructure Company Limited, Chairman and member of Audit and Compensation Committees of AIPL Ambuja Housing & Urban Infrastructure Limited respectively and Chairman of Remuneration Committee of Neotia Healthcare Initiative Limited.

Shareholdings as stated in Clause 49 (IV) (E) (v): Mr. Harshavardhan Neotia does not hold any share in the Company.

5. **Mr. Bhaskar Raychaudhuri**

Mr. Bhaskar Raychaudhuri is a Graduate in Commerce and a Chartered Accountant. He has over 40 years of experience in both staff and line function in diverse industries of which 28 years of rich experience in the Power Sector in Senior Management. Mr. Raychaudhuri has been associated with CESC Limited since 1980 and his areas of work included Finance, Legal & Business Development for Power Business Group while reporting to Managing Director & CEO. He was designated as Executive Director (Finance) of CESC Limited till March, 2005. As a Whole-time Director of Crescent Power Limited since April 2005, Mr. Raychaudhuri had been associated with development and financing of new power projects in RPG Group till April, 2009. Prior to joining CESC Limited, Mr. Raychaudhuri worked with Indian Oxygen Limited (presently Linde India Limited), Indian Aluminium Company Limited (presently Hindalco Industries Limited) and Reckitt & Colman of India Limited (presently Reckitt, Benckiser (India) Limited). He was a member of Direct Tax Sub-committee of Bengal Chamber of Commerce & Industry (BCCI) and Economics & Finance Sub-committee of Confederation of Indian Industries (CII). Mr. Raychaudhuri had networking and a strong association with various authorities / organizations in Power and Finance Sectors both in India and abroad like Central Electricity Authority, Ministry of Power, New Delhi, IFC (Washington and Delhi), ICICI, IDBI, IDFC, SBI Capital Markets and ADB (Manila).

Date of Birth : 26th February, 1943.

Directorship in other companies :

Mr. B. Raychaudhuri is also a Director in the following companies:

Haldia Energy Limited - Director, Jharkhand Electric Company Limited - Director.

Membership of Committees of the Board: Nil.

Shareholdings as stated in Clause 49 (IV) (E) (v): Mr. Bhaskar Raychaudhuri does not hold any share in the Company.