

# BRAND REALTY SERVICES LIMITED

## BOARD OF DIRECTORS

Mr. Kamal Manchanda	Whole Time Director
Mrs. Aruna Manchanda	Director
Mr. Surendra Kancheti	Director
Mr. Nalin Mohan Mathur	Additional Director

## AUDITORS

M/S. R. Rastogi & Co.  
F-106/12, Aditya Complex  
Preet Vihar Community Center,  
Preet Vihar, Delhi-110092  
Ph: 011-22509184, 43545927

## BANKERS

HDFC Bank Ltd  
Ansal Fortune Arcade, K-Block  
Sector-18, Noida  
State Bank of Bikaner and Jaipur  
G-14-15, Sector-18, Noida

## REGISTERED OFFICE

S-8 & S-2, DDA Shopping Complex,  
Opp. Pocket-1, Mayur Vihar, Phase-I  
Delhi-110091

## CORPORATE OFFICE

G- 10 & 11, Sector-18, Noida- 201301,  
(U.P)

## REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.  
44, Community Centre, 2<sup>nd</sup>Floor,  
Naraina Industrial Area, Phase-I, New Delhi-110028

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# BRAND REALTY SERVICES LIMITED

## NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Members of **BRAND REALTY SERVICES LIMITED** will be held on Monday, 30<sup>th</sup> day of September, 2013 at 11.00 A.M. at the Registered office of the Company situated at S8 & S2, DDA SHOPPING COMPLEX, OPP POCKET 1, MAYUR VIHAR, PHASE-I, DELHI -110091 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2013 and the Statement of Profit & Loss for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Aruna Manchanda who retires by rotation and being eligible, offers herself for re- appointment.
3. To re-appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize Board of Directors to fix their remuneration.

### SPECIAL BUSINESS:

4. To Consider and if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution**:  
“**RESOLVED THAT** in accordance with the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification (s) or re-enactment thereof, Shri. Nalin Mohan Mathur, who was appointed as an Additional Director pursuant to provisions of Section 260 of the Companies Act 1956 and according to Articles of Association of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”
5. To Ratify earlier resolution without any modification for paying remuneration of Rs.1.50 lacs p.m. to Mr. Kamal Manchanda, when profits are inadequate/insufficient during a financial year as **Special Resolution** :  
“**RESOLVED THAT** pursuant to the provisions of sections 198, 269, 309 and 310 read with Schedule XIII, and other applicable provisions of the Companies Act, 1956, approval of the Company be and is hereby accorded for payment of managerial remuneration amounting to Rs. 1.50 lacs p.m. to Mr. Kamal Manchanda when profits are inadequate /insufficient during a financial year.  
**RESOLVED FURTHER THAT** the Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon.  
**RESOLVED FURTHER THAT** Mrs. Aruna Manchanda, Director of the Company, be and is hereby authorized to sign the relevant forms required to file to Registrar of Companies and to do all such other acts, deeds as required in this regard.”

By order of Board of Directors  
**FOR BRAND REALTY SERVICES LTD**

Place: Delhi  
Date : 31/08/2013

**KAMAL MANCHANDA**  
(Whole Time Director)

### NOTES:

- I) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxy Form in order to be effective must be received by the company not less than 48 hours before the meeting.
- II) Register of Members and Share Transfer Book shall remain close from 23<sup>rd</sup> September 2013 to 30<sup>th</sup> September 2013 (both days inclusive).
- III) (a) Members are requested to notify immediately any change of address:  
(i) to their Depository Participants (DPs) in respect of their electronic share accounts; and  
(ii) to the Company to its Share Transfer Agents in respect of their physical share folios, if any.  
(b) In case the mailing address on this Annual Report is without the PINCODE, Members are requested to kindly inform their PINCODE immediately.
- IV) Non-resident Indian Shareholders are requested to inform Share Transfer Agents immediately:  
(a) the change in the residential status on return to India for permanent settlement.  
(b) the particulars of NRE Account with Bank in India, if not furnished earlier.
- V) All documents referred to in the accompanying notice are open for inspection at the Registered office of the Company on all working days, except Saturdays between 11.00 a.m. to 1.00 p.m.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956;

#### ITEM NO. 2

Mrs. Aruna Manchanda, aged 43 years, is an Arts Graduate and has wide experience in the field of education and financial sector. She is also Director in other Companies viz. Era Resorts Private Limited, Sahil Securities Private Limited, Brand Realty Private Limited and Tradewell Portfolios Private Limited. She is also a member of Share Transfer and Investor Grievance Committee of your Company. She holds 7,55,760 Equity Shares in your Company.

#### ITEM NO. 4

Shri. Nalin Mohan Mathur appointed as an Additional Director of the Company with effect from 31<sup>st</sup> July, 2013 on the Board of the Company pursuant to the provisions of section 260 of the Companies Act, 1956 (the Act) and Articles of Association of the Company.

In terms of provisions of section 260 of the Act, Shri. Nalin Mohan Mathur would hold office upto the date of this Annual General Meeting.

Shri. Nalin Mohan Mathur, is not disqualified to from being appointed as Director in terms of section 274(1) (g) of the Act and has complied with the requirement of obtaining the Director Identification number in terms of section 266 A of the Act. The Company has received Form 'DD-A' from Shri. Nalin Mohan Mathur, in terms of the Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules, 2003, confirming his eligibility for such appointment.

# BRAND REALTY SERVICES LIMITED

## ITEM NO. 5

The Board of Directors of your Company strongly recommended appointment of Mr. Kamal Manchanda as a Whole-Time Director of your Company. The Board of Directors proposed at its meeting held on 31st March, 2011, to appoint Mr. Kamal Manchanda as a Whole-Time Director subject to the approval of shareholders.

Mr. Kamal Manchanda appointed as Whole-Time Director for a period of five years with effect from 01.04.2011 on terms and condition as approved by the Board of Directors and Remuneration was set at Rs. 1.50 lacs p.m. when your Company had insufficient profits during the financial year and Remuneration Committee has already accorded for its approval for payment of Managerial Remuneration amounting to Rs. 1.50 lacs to Mr. Kamal Manchanda.

So, it is being proposed to ratify earlier resolution as specified in Item No. 5 as Special Resolution pursuant to applicable provisions of the Companies Act, 1956.

None of the Directors except Mr. Kamal Manchanda, himself is interested in the resolution except to the extent of their shareholding in the Company. Following is the statement of information for the shareholders pursuant to Paragraph (B) of section II of Part II of schedule XIII of Companies Act, 1956.

### I. GENERAL INFORMATION

1. Nature of Industry : Real Estate
2. Date of commencement of Business in real estate : 08.12.2008
3. In case of new Companies Expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus : Not applicable
4. Financial performance based on given indicators:

			(Rs. in Lacs)
Particulars	2010-11	2011-12	2012-13
Net Turnover	183.98	231.73	202.18
Profit/(Loss) Before Tax	65.20	76.50	29.16
Profit/(Loss) after Tax	41.24	55.81	18.58
5. Export performance and net foreign exchange collaborations: Not Applicable
6. Foreign investments or collaboration, if any for the financial year 2012-2013:-  
The Company did not have any fresh foreign investment or collaboration.

### II. INFORMATION ABOUT THE APPOINTEE

Background details:

Mr. Kamal Manchanda, aged 51 years, is a B. Tech. Graduate and has wide experience in the field of Real Estate and financial sector. He is also Director in other Companies viz. Era Resorts Private Limited, Sahil Securities Private Limited, Brand Realty Private Limited, Tradewell Portfolios Private Limited, KR Buildtech Private Limited, Geek Securities(India) Private Limited, Picasso Hospitality Private Limited, Elite Realty Infratech Private Limited, GSU E Consulting Private Limited, Indura Finlease Private Limited, Tradexpan (INDIA) Private Limited, Centre Point Hospitality Management Private Limited And Sahil and Elite Stock Broking Limited. He is also a member of Share Transfer and Investor Grievance Committee and audit committee of your Company. He holds 1,220,651 Equity Shares in your Company.

### III. OTHER INFORMATION

1. Reasons for loss or inadequate profits.  
Low profit margin and interest cost are the major factors for calculation of inadequate profits.
2. Steps taken or proposed to be taken for improvement.  
The Company is taking several steps to improve its marketing strategies and drive the buyers towards a good deal.
3. Expected increase in productivity and profits in measurable terms.  
The Company is hiring real estate professionals and brokers who will study our market area in order to specialize in a niche market thereby improving its capacity to cater to the market demand.  
Except Mr. Kamal Manchanda, none of the Directors is interested in the resolution.

### IV. DISCLOSURES

Remuneration package as mentioned in the explanatory statement to the special Resolution. The members are requested to ratify the remuneration of Mr. Kamal Manchanda.

The draft agreement entered into between the company and Mr. Kamal Manchanda is available for inspection at the Registered Office of the company between 11.00 am to 1.00 pm on any working day of the Company up to the date of the meeting.

By order of Board of Directors  
**FOR BRAND REALTY SERVICES LTD**

Place: Delhi  
Date : 31/08/2013

**KAMAL MANCHANDA**  
**(Whole Time Director)**

## BRAND REALTY SERVICES LIMITED

# DIRECTORS' REPORT

To

The Members,

Your Directors take pleasure in presenting the 19th Annual Report together with Audited Statements of Accounts for the year ended 31<sup>ST</sup> March 2013.  
Amount in lakhs

FINANCIAL RESULTS	2012-13	2011-12
Income/(Loss) from Operation	202.18	231.73
Expenditure	164.27	148.04
Gross Profit/(Loss) after Interest		
but before Depreciation and Tax	37.91	83.69
Depreciation	8.75	7.19
Profit/(Loss) after Depreciation	29.16	76.50
Provision for Tax	8.17	19.28
Less/ Add:-Income Tax paid/W.Back	2.41	1.41
Profit available for appropriation	18.58	55.81
Transfer to General Reserve	0.00	0.00
Balance retained in Profit & Loss Account	18.58	55.81

### Review of Operations and Future Outlook

The Company has made a profit during the year. The Company is hopeful of maintaining and improving its positions in the future.

#### Directors

In accordance with the Companies Act, 1956, Articles of Association of the Company and other applicable provisions, Smt. Aruna Manchanda, Director of the Company, retire by rotation and being eligible, offer herself for re-appointment and Shri Nalin Mohan Mathur, Additional Director of the Company is proposed to be regularized and to be appointed as Director of the Company. Mr. Yogesh Kumar has expressed his unwillingness to continue to remain on the Board of the Company w.e.f 02/08/2013.

#### Auditors

The auditors of the company M/s R.Rastogi & Co., Chartered Accountants retire at this meeting and are eligible for re-appointment, which if made will be in accordance with sub-section (1B) of section 224 of the Companies Act, 1956.

### Outlook on Opportunities, Threats, Risks and Concerns

While risk continues to dominate the business agenda, competition is becoming just as dominant a feature. Market volatility, pricing pressure, variations in market performance, demanding stakeholders all have contributed to a global economy that encourages competitive drive and with that drive comes opportunity. For that reason, we have broadened the scope of what has traditionally been our Business Risk report to incorporate both risks and opportunities.

The Company continues its focus on the introduction of new services, building brands and tapping new markets to enhance business opportunities. Growth in Real Estate Sector has been phenomenal and company wishes to consolidate its position in this sector.

#### Dividend

Your directors do not recommend any dividend at this stage.

### Statutory Statement

The statements, pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, with respect to the conservation of energy, technology absorption, foreign exchange earnings and outgo, and pursuant to Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, with respect to the employee(s) of the Company drawing remuneration exceeding the sum prescribed therein, are not applicable to your Company.

### Public Deposits

The Company has not accepted deposits pursuant to Section 58-A of the Companies Act, 1956. Hence no information is required to be appended to this report in terms of Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank of India Directions, 1998).

### Management Discussion and Analysis

The year under review was eventful for Indian markets with activity picking up in Capital market and Real Estate apart from other sectors of the economy. Barring unforeseen circumstances, your Company is expected to maintain and improve its working in the current year.

The internal control systems and procedures adopted by the Company are adequate and commensurate with the size of operations of the company. These systems and procedures are fine tuned from time to time to meet the requirements.

Statements made in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. However, these statements would be subject to conditions of the stock market, changes in the policies of the government, economic development, reforms and various other factors.

# BRAND REALTY SERVICES LIMITED

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## Subsidiary Company

The Company does not have any subsidiary company.

## Directors' Responsibility Statement

Your Directors confirm:

- (i) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March 2013, and of the profit of the Company for that year;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) That the Directors have prepared the Annual Accounts on a going concern basis.

## Corporate Governance

Reports on Corporate Governance in accordance with Clause 49 of the Listing Agreements with Stock Exchanges, along with a certificate from Auditors are given separately in this Annual Report.

## Risk and Internal Adequacy

The Company has adequate internal control procedures commensurate with its size and nature of business. The Board of Directors periodically reviews the audit plans, internal audit reports, adequacy of internal controls and risks management.

## Status of Listing

The company's shares are listed at Bombay Stock Exchange, Mumbai. The company has paid listing fees to The Stock Exchange, Mumbai for the year 2013-2014.

The Company's shares are currently trading in compulsory DMAT Segment in BSE.

## Compliance Certificate

A Secretarial Compliance Certificate issued by M/s. Parveen Rastogi & Co., Company Secretaries, in terms of the provisions of Section 383A of the Companies Act, 1956, to the effect that the Company has complied with the applicable provisions of the said Act is attached to the Report.

## Acknowledgement

Your Directors would like to express their grateful appreciation for the assistance, co-operation and trust reposed in your Company by the Investors, Banks, Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and other Government Authorities during the financial year under review. Your Directors wish to place on record their deep sense of appreciation for its clients and for the devoted services of the young team of professionals of the Company for its success.

Your Directors also wish to place on record their sincere appreciation of the contribution made by the employees of the Company and are thankful to the Shareholders for their continued patronage and support.

**For and on behalf of the Board**

KAMAL MANCHANDA  
(WHOLE TIME DIRECTOR)

ARUNA MANCHANDA  
(DIRECTOR)

Place: Delhi  
Date: 31.08.2013

# BRAND REALTY SERVICES LIMITED

## CORPORATE GOVERNANCE REPORT

In compliance with Clause 49 of the Listing Agreement with Stock Exchanges, the Company submits the following report:

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company is committed to good Corporate Governance and has complied in all material respects with the requirements specified in the Listing Agreement with the Stock Exchanges.

### 2. BOARD OF DIRECTORS

#### Board composition and category of Directors

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors.

The composition of the Board and category of Directors is as follows:

Category	Name of Directors
Promoter Director	Kamal Manchanda
Chairman and Whole Time Director	
Non-Executive Directors	Surendra Kancheti Nalin Mohan Mathur
Promoter Director	Aruna Manchanda

### DIRECTOR'S PROFILE

A brief resume of all the Directors, nature of their expertise in specific functional areas and names of companies in which they hold directorships, memberships/ chairmanships of Board Committees and their shareholding in the Company are provided below:

Mr. Kamal Manchanda, aged 51 years, is a B. Tech. Graduate and has wide experience in the field of Real Estate and financial sector. He is also Director in other Companies viz. Era Resorts Private Limited, Sahil Securities Private Limited, Brand Realty Private Limited, Tradewell Portfolios Private Limited, KR Buildtech Private Limited, Geek Securities(India) Private Limited, Picasso Hospitality Private Limited, Elite Realty Infratech Private Limited, GSU E Consulting Private Limited, Indura Finlease Private Limited, Tradexpan (INDIA) Private Limited, Centre Point Hospitality Management Private Limited And Sahil and Elite Stock Broking Limited. He is also a member of Share Transfer and Investor Grievance Committee and audit committee of your Company. He holds 1,220,651 Equity Shares in your Company.

Mr. Surendra Kancheti, age 54 years, is a Chartered Accountant and has wide experience in the field of accounts, financial market and wealth management. He is also a Director in other companies viz. Sri Agencies & Logistics Private Limited and Wealth Creators Private Limited. He is also a member of Audit Committee of your Company. He does not hold any share in your Company.

Mr. Nalin Mohan Mathur, age 59 years is a M.A. Post Graduate in Economics and has wide experience in the field of export management. He is not a director in any other company. He does not hold any share in your Company. He is director of your company from 31<sup>st</sup> July 2013. He is also a member of Audit Committee of your Company.

Mrs. Aruna Manchanda, age 43 years, is an Arts Graduate and has wide experience in the field of education and financial sector. She is also Director in other Companies viz. Era Resorts Private Limited, Sahil Securities Private Limited, Brand Realty Private Limited and Tradewell Portfolios Private Limited. She is also a member of Share Transfer and Investor Grievance Committee of your Company. She holds 7,55,760 Equity Shares in your Company.

### 3. Attendance of Directors at Board meetings, last Annual General Meeting (AGM) and number of other Directorships and Chairmanships / Memberships of Committees of each Director in various companies

During the Financial Year 2012-13, 12 Board Meetings were held on 14<sup>th</sup> April, 2012, 30<sup>th</sup> April, 2012, 31<sup>st</sup> May, 2012, 14<sup>th</sup> July, 2012, 31<sup>st</sup> July, 2012, 20<sup>th</sup> August, 2012, 15<sup>th</sup> September, 2012 15<sup>th</sup> October 2012, 31<sup>st</sup> October, 2012, 12<sup>th</sup> January, 2013, 31<sup>st</sup> January, 2013 and 28<sup>th</sup> February 2013.

Sr No.	Name	Category	No of BM attended	Attendance at last AGM	No of Directorships held as on 31st March 2013 in other companies*	No of committee Positions held in other companies	
						Memberships	Chairmanships
1	Mr. Kamal Manchanda	ED (P)	12	YES	13	2	NIL
2	Mrs. Aruna Manchanda	NED(P)	12	YES	4	2	2
3	Mr. Yogesh Kumar	NED(I)	11	YES	2	1	NIL
4	Mr. Surendra Kancheti	NED(I)	10	YES	2	NIL	NIL
5	Mr. Nalin Mohan Mathur	NED(I)	0	NO	0	NIL	NIL

\* Including Directorships held in Private Limited Companies, alternate Directorships and Directorships in bodies incorporated outside India.

ED – Executive Director, ED (P) – Executive Director, Promoter, NED (P) – Non-executive Director, Promoter, NED (I) – Non-executive Director, Independent.

### 4. BOARD COMMITTEES

#### A. Audit Committee

The Audit committee of the company comprises of 3 directors i.e. Mr. Yogesh Kumar, Mr. Kamal Manchanda and Mr. Surendra Kancheti . Mr. Yogesh Kumar and Mr. Surendra Kancheti being non-executive directors and independent directors. Mr. Yogesh Kumar is heading the committee. The terms of reference of the Audit Committee is as contained in Corporate Governance clause of the Listing Agreement.

The Audit Committee met four times during the year. The attendance of the members of the committee during the financial year 2012-2013 is given as below:

## BRAND REALTY SERVICES LIMITED

Committee Member	Category	No. of meetings attended
Yogesh Kumar	Member, Chairman	4
Kamal Manchanda	Member, Director	4
Surendra Kancheti	Member, Director	4

\*The Audit committee of the company has been reconstituted which now comprises of 3 directors i.e., Mr. Kamal Manchanda, Mr. Nalin Mohan Mathur and Mr. Surendra Kancheti. Mr. Surendra Kancheti being non-executive independent director is heading the committee.

### Terms of Reference:-

The terms of reference of the audit committee are in accordance with those specified in Clause 49 of the Listing agreement and Sections 292A of the Companies Act, 1956.

### B. REMUNERATION COMMITTEE

The Remuneration Committee has been constituted to recommend/ review remuneration of Whole Time Directors, Based on their Performance and defined assessment criteria.

Committee Member	Category	No. of meetings attended
Surendra Kancheti	Member, Director	1
Aruna Manchanda	Member, Director	1

Remuneration Policy, Details of Remuneration and Other Terms of Appointment of Directors

Name of Director	Salary	Perquisites and allowances	Retiral Benefits	Commission payable	Total
Mr. Kamal Manchanda	Rs.1,50,000 p.m.	NIL	NIL	NIL	Rs.1,50,000 p.m.

Kamal Manchanda, Whole time Director's compensation has been set at Rs. 18.00 Lacs (p.a.) that he is eligible as per the shareholders' approval, reflecting his desire to continue to set a personal example for moderation in managerial compensation levels.

The performance criteria for the Executive Directors who are entitled for Performance Linked Incentive (PLI) is determined by the Remuneration Committee. The tenure of office of the aforesaid Whole-time Directors is for a period of 5 years from their respective dates of appointments and can be terminated by either party by giving three months' notice in writing. There is no separate provision for payment of severance fees.

### Terms of Reference

The committee discharges the role assigned to it under Part-II, Section-II of Schedule XIII of the companies Act, 1956. It formulates and approves, in accordance with the parameters set out in the said Schedule, a minimum remuneration structure for the whole time Directors in case the Company has nil or inadequate profits during a financial year.

### C. SHARE TRANSFER AND INVESTOR GRIEVANCE COMMITTEE

The Company has an Investors Grievance Committee under the nomenclature Share Transfer and Investor Grievance Committee. The Committee looks after the redressal of Shareholders and Investors Grievances and approves transfer/transmission, sub-division and issue of duplicate share certificates etc.

During the year, four meeting of the Committee was held. The following table shows the details of attendance of members of the committee in its meeting:

The Committee consists of two Directors namely Mr. Kamal Manchanda Executive Director and Mrs. Aruna Manchanda, Non Executive Director and acts as Chairperson of the Committee.	No. of meetings attended
Mr. Kamal Manchanda	4
Mrs. Aruna Manchanda	4

The Company did not receive any shareholders complaint during the year.

### Terms of Reference

In accordance with the provisions of clause 49IV(G)(iv) of the listing agreement, the power to approve transfers, transmissions, etc of shares in the physical form has been delegated to a committee of executives.

### Compliance Officer:

Shri Kamal Manchanda, Whole Time Director of the Company, is the Compliance Officer for complying with the requirements of the Securities Laws and the Listing Agreements with the Stock Exchange.

### 5. GENERAL BODY MEETINGS

The Annual General Meetings of the last three years of the Company have been held as under:

For the Year	Location	Day and Date	Time	No. of Resolutions passed for special business
2011-2012	S-8 , DDA Shopping Complex, Mayur Vihar-I , Delhi- 91	Friday, 28th Sept., 2012	11:00 A.M.	0
2010-2011	S-8 & 2, DDA Shopping Complex, Mayur Vihar-I , Delhi- 91	Thursday, 29th Sept., 2011	11:00 A.M.	4
2009-2010	S-8 & 2, DDA Shopping Complex, Mayur Vihar-I , Delhi- 91	Thursday, 30th Sept., 2010	9:00 A.M.	1



# BRAND REALTY SERVICES LIMITED

## 6. DISCLOSURES

- There were no materially significant related party transactions which have potential conflict with the interest of the Company at large. The transactions with related parties are disclosed in Notes to account no 22 in the Annual Report.
- The Company has complied with all requirements of the Listing Agreements with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, no penalties were imposed or strictures passed against your Company by SEBI, Stock Exchanges or any other statutory authority on any matter relating to capital markets during the last 3 years.
- Company has complied with all applicable mandatory requirements of Clause 49 of the Listing Agreement.

## 7. MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly un-audited/Audited financial results of the Company were published in leading newspapers viz. Pioneer (English), Vir Arjun (Hindi). Half yearly results were not sent to each shareholder's address.

## 8. INFORMATION RELATING TO DIRECTORS

Information relating to Directors seeking appointment / reappointment as required under clause 49(IV)G(i) of the Listing Agreement is given in the Notice of the Annual General Meeting.

## 9. Code of Business Conduct & Ethics for Directors/ Management Personnel

The Code of Business Conduct & Ethics for Directors/Management Personnel ('the Code'), as recommended by the Corporate Governance and Stakeholders' Interface Committee and adopted by the Board, is a comprehensive Code applicable to all Directors and Management Personnel. The Code while laying down, in detail, the standards of business conduct, ethics and governance, centres around the following theme: "The Company's Board of Directors and Management Personnel are responsible for and are committed to setting the standards of conduct contained in this Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of local and international investors and all other stakeholders as also to reflect corporate, legal and regulatory developments. This Code should be adhered to in letter and in spirit."

A copy of the Code has been put on the Company's website <http://www.brandrealty.in>. The Code has been circulated to all the Directors and Management Personnel and the compliance of the same is affirmed by them annually.

A declaration signed by the Chairman and Executive Director of the Company is given below:

We hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Business Conduct & Ethics for Directors/Management Personnel in respect of financial year 2012-13.

## 10. COMPANY UNDER THE SAME GROUP

Company under the same Group with your company are

TRADEWELL PORTFOLIOS PRIVATE LIMITED  
BRAND REALTY PRIVATE LIMITED  
K R BUILDTECH PRIVATE LIMITED  
INDURA FINLEASE PRIVATE LIMITED  
SAHIL AND ELITE STOCK BROKING LIMITED  
TRADEXPAN (INDIA) PRIVATE LIMITED  
ERA RESORTS PRIVATE LIMITED  
PICASSO HOSPITALITY PRIVATE LIMITED

All the transactions with the company are treated as inter group transactions and have been included in the Auditor's report as Related Party Transactions.

## 11. GENERAL SHAREHOLDERS INFORMATION

### 1) Annual General Meeting

- |                     |   |                                                               |
|---------------------|---|---------------------------------------------------------------|
| -Day, Date and Time | : | Monday, 30th September, 2013 At 11.00 A.M.                    |
| -Venue              | : | S-8 & 2, DDA Shopping Complex, Mayur Vihar, Phase-I, Delhi-91 |

### 2) Financial Calendar

- |                                                |   |                                                                    |
|------------------------------------------------|---|--------------------------------------------------------------------|
| (a) Financial Year                             | : | April to March                                                     |
| (b) First quarter Results                      | : | July                                                               |
| (c) Second Quarter Results                     | : | October                                                            |
| (d) Third Quarter Results                      | : | January                                                            |
| (e) Fourth Quarter Results for the Year Ending | : | April                                                              |
| (f) AGM for the year ending March 31, 2013     | : | 30th September 2013                                                |
| 3) Face Value of the Equity Share              | : | Rs. 10 per share                                                   |
| 4) Date of Book Closure                        | : | 23rd September, 2013 to 30th September, 2013 (both days inclusive) |
| 5) Dividend Payment Date                       | : | NA                                                                 |
| 6) Listing on Stock Exchanges                  | : |                                                                    |

The Stock Exchange, Mumbai	:	Rotunda Building, 1st Floor, New Trading ring, Dalal Street, Mumbai – 400 001
----------------------------	---	-------------------------------------------------------------------------------