



zandu realty limited

Ref No: EIL/SECRETARIAL/ZRL/2016-17/1167

05/10/2016

The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The Secretary
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

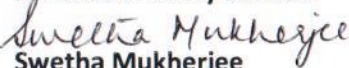
Dear Sir,

Sub: Declaration of Voting results of Postal Ballot & E-VOTING

With reference to the above captioned subject and further to our letter dated 5th September, 2016, we wish to inform that the Special Resolutions pursuant to Section 186(3) of the Companies Act, 2013, to authorise the Board of Directors to make/ give/provide loans, investments, guarantee and/or security in connection with loans, as set out in Postal Ballot Notice dated 11th August, 2016, have been passed by the members with requisite majority.

As required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, we enclose herewith the Voting Results in the prescribed format along with Report of Scrutinizer dated 5th October, 2016.

This is for your information and record.
Thanking you

Yours truly,
For Zandu Realty Limited

Swetha Mukherjee
Company Secretary

Annexure - 1

Zandu Realty Limited – Postal Ballot(Voting Results)	
Date of declaration of the results of Postal Ballot and E-voting	5 th October, 2016
Total number of shareholders on record date – 28 th August, 2016	25,754
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	Not Applicable
Public:	
No. of shareholders present in the meeting through Video Conferencing:	
Promoter and Promoter Group:	Not applicable
Public:	

Smita Mukherjee



AGENDA – WISE DISCLOSURE

Item No. 1- Approval under Section 186 of the Companies Act, 2013 to make loans, investments, give guarantee or provide security beyond 60% of aggregate of paid up capital and free reserves or 100% of its free reserves, whichever is more, upto a limit of Rs. 300 Crores.

Resolution Required:					Special Resolution			
Whether promoter / promoter group are interested in the agenda/ resolution?					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E-Voting	2,86,329	-	-	-	-	-	-
	Poll		N.A.	N.A.	N.A.	-	N.A.	N.A.
	Postal Ballot		2,86,329	100.00	2,86,329	N.A.	100.00.	-
	Total		2,86,329	100.00	2,86,329	-	100.00	-
Public	E-Voting	5,20,071	64,471	12.40	64,439	32	99.95	0.05
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		438	0.08	427	11	97.49	2.51
	Total		64,909	12.48	64,866	43	99.93	0.07
Total		8,06,400	3,51,238	43.56	3,51,195	43	99.99	0.01

Sweetha Mukherjee





SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as amended by Companies (Management & Administration) Amendment Rules, 2015]

5th October, 2016

To
The Chairman
Zandu Realty Limited
Emami Tower, 2nd Floor
687 Anandapur, E.M. Bypass
Kolkata-700107

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot & Voting through E-voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20, *mutatis mutandis*, of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Manoj Kumar Banthia, partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of Zandu Realty Limited (the Company) at its meeting held on 11th August, 2016 for the purpose of scrutinizing the postal ballot process and voting through e-voting conducted for seeking approval of members of the Company to authorize the Board of Directors to make loans, investments, give guarantee or provide security beyond 60% of aggregate of paid up capital and free reserves or 100% of its free reserves, whichever is more, upto a limit of Rs. 300 Crores, do hereby submit my report as follows:

- (a) The notice dated 11th August, 2016 with the Statement under Section 102 of the Act setting out all material facts in respect of the resolution mentioned therein was sent to the shareholders of the Company electronically by email and physically by





Registered Post to the members whose names appear on the register of members/ list of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 12th August, 2016.

- (b) The Company had dispatched the Postal Ballots, along with the Notice, the Postal Ballot forms along with postage prepaid business reply envelope by registered post and by email on 3rd September, 2016. The company also provided voting through e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. 28th August, 2016 were entitled to vote on the proposed resolution.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Sunday, 4th September, 2016 at 10:00 AM(IST) and ended on Monday, 3rd October, 2016 at 5:00 PM (IST).
- (e) All physical ballots received up to close of Working hours i.e. 5.00 P.M on Monday, 3rd October, 2016 being the last date and time fixed by the Company for receipt of the Ballot Forms, were opened on 4th October, 2016 in my presence and scrutinized by me. The votes cast through postal ballot were counted first, and thereafter, the votes cast through e-voting were unblocked in presence of Mr. Saheb Ali and Ms. Pritha Bose who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.
- (f) Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose
- (g) The Postal Ballot Forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot Forms.





- (h) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on the resolution were derived from the ballot forms received from the members of the Company as well as the report generated from the e-voting website of CDSL's e-voting website <https://www.evotingindia.com> in respect of voting through e-voting.
- (i) The Company in aggregate has received 69 (Sixty Nine) Postal Ballot forms representing 2,86,839 shares in the Company out of which 9 (Nine) ballot forms were invalid consisting of 72 shares. Further, I have received 2 ballots which were incomplete and have not been considered for purpose of this report.
- (j) 36 (Thirty Six) members have cast their votes through e-voting. There was no invalid vote through e-voting.

I now submit my consolidated report as under on the result of the voting through e-voting and poll conducted at the meeting.

Item no. 1 - Special Resolution: Consent to Board to give any loan, guarantee and/or to provide security in connection with any loan and/or any other form of debt to any person or body corporate and/or invest funds of the Company in excess of 60% of aggregate of paid up capital and free reserves or 100% of its free reserves upto a limit of Rs. 300 crore at any time.

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	30	64439	57	286756	86	351195	99.99%
Voted against the resolution	6	32	4	11	10	43	0.01%
Invalid votes	Nil	Nil	9	72	9	72	N.A.





In view of the above scrutiny, I hereby certify that the special resolution, as aforesaid, as set out in notice dated 11th August, 2016 has been approved and passed by the requisite majority.

The Postal Ballot Forms and other related papers/ registers and records have been handed over to the Company Secretary of the Company authorized by the Board to supervise the Postal Ballot process.

Thanking You,
Yours Faithfully

MKB & Associates
Company Secretaries

Manoj Kumar Banthia
[Partner]

Membership No.: 11470
COP No.: 7596

Date: 5th October, 2016
Place: Kolkata