

zandu realty limited

CIN: L24239WB1919PLC136397

Corp Off: Akash Tower, 3rd Floor, 781, Anandapur, E.M.Bypass, Kolkata - 700 107; ☎ : 033 6625 1200
Regd. Off: Emami Tower, 2nd Floor, 687, Anandapur, E.M. Bypass, Kolkata - 700 107; ☎ : 033 6613 6264
✉ : investors@emamirealty.com; Website: www.emamirealty.com

NOTICE

NOTICE is hereby given that the 98th Annual General Meeting of the Members of Zandu Realty Limited will be held at Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata – 700107 on Thursday, 21st September, 2017 at 12.00 Noon to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sandeep Jhunjunwala (DIN: 06433099), who retires by rotation and being eligible, offer himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and Rules made thereunder and pursuant to the resolution passed by the Members at the 96th Annual General Meeting held on 9th September, 2015 and on recommendation of the Audit Committee and the Board of Directors, the appointment of M/s S. K. Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company, be and is hereby ratified at a remuneration to be decided by the Board of Directors.”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
“**RESOLVED THAT** pursuant to the recommendations of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors and the provisions of the Sections 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder or any amendment thereto or modification thereof, the consent of the Members be and is hereby accorded to the variation in the terms of remuneration of Mr. Sandeep Jhunjunwala (DIN: 06433099), Manager & CFO of the Company, w.e.f. 1st April, 2017 upto the remaining period of his tenure, i.e., 8th November, 2017 as set out in the Explanatory Statement annexed to the Notice convening this meeting.
RESOLVED FURTHER THAT in case of absence or inadequacy of profits in any financial year during his term of office, Mr. Jhunjunwala may be paid the above mentioned remuneration as minimum remuneration, subject to compliance with the conditions specified in Schedule V to the Companies Act, 2013 as amended.
RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolution.”

By Order of the Board

Priyanka Mundhra
Company Secretary
ACS 46331

Place : Kolkata
Date: 3rd May, 2017

Notes:

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. Proxy, to be effective, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM.**
A person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
2. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
3. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Business is annexed hereto and forms part of this Notice.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 15th September, 2017 to 21st September, 2017, (both days inclusive).

6. A statement containing details of the Director seeking re-appointment at the AGM as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standard - 2 is annexed.
7. As an austerity measure, copies of the Annual Report will not be distributed at the AGM; Members are requested to bring their copies to the AGM.
8. Members are requested to intimate to the Company, queries, if any, regarding the audited accounts at least ten days before the AGM to enable the Management to keep the information ready at the AGM.
9. Members / Proxies are requested to bring their Attendance Slip sent herewith, duly filled in, for attending the AGM.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
11. Electronic copy of the Annual Report for 2016-17 and Notice of the 98th Annual General Meeting of the Company interalia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all such Members whose E-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their E-mail address, physical copies of the Annual Report and Notice of the 98th Annual General Meeting of the Company interalia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of 98th Annual General Meeting and Annual Report for 2016-17 will also be available on Company's website at www.emamirealty.com for their download.
12. Members who have not registered their E-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all Members, for which purpose the Company has engaged the services of Central Depository Services (India) Limited (CDSL). The Board has appointed M/s MKB & Associates, Practising Company Secretaries as the Scrutinizer for this purpose.
14. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on **14th September, 2017 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or ballot voting at the AGM. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purpose only.
15. The facility for voting through ballot paper will also be made available at the AGM and the Members attending the AGM who have not cast their vote through remote e-voting shall be able to exercise their right at the AGM through ballot paper. The Members who have already cast their vote through remote e-voting may attend AGM but will not be entitled to cast their votes again.
16. The Route map of the venue of Annual General Meeting is annexed at the end of this Notice.

The instructions to Members for remote e-voting are as under:

- (i) The voting period begins on Monday, 18th September, 2017 from 10:00 a.m. (IST) and ends on Wednesday, 20th September, 2017, 5:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID:
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in physical form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and in Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field – Sequence number is communicated in the Covering Letter.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the Member id/ folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for “ZANDU REALTY LIMITED”.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on “FORGOT PASSWORD” & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Institutional Shareholders & Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company.
- (xxii) Those who become Members of the Company after dispatch of the AGM Notice but on or before 14th September, 2017 (cut-off date) may write to CDSL at helpdesk.evoting@cdslindia.com or to the Company at investors@emamirealty.com requesting for e-voting details. However, those Members already registered with CDSL for remote e-voting can login to website www.evotingindia.com and exercise their votes.
- (xxiii) The results of voting will be declared within 48 hours from the conclusion of AGM and the resolutions proposed thereat will be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes. The declared results, along with Scrutinizer’s Report, will be available forthwith on the Company’s website www.emamirealty.com and on the website of CDSL, such results will also be forwarded to the Stock Exchanges where the Company’s shares are listed.
- (xxiv) In case of Members receiving the physical copy they are advised to follow all steps from serial no. (i) to (xvii) above.

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

Item No. 4

The Board of Directors of the Company at their meeting held on 3rd May, 2017, on the recommendations of the Audit Committee and the Nomination and Remuneration Committee, has approved, subject to the approval of the Members, variation in the terms of remuneration paid/ payable to Mr. Sandeep Jhunjunwala, Manager & CFO of the Company, w.e.f. 1st April, 2017 upto the remaining period of his tenure, i.e., 8th November, 2017, as follows:-

- Basic Salary in the range of ₹ 1,05,000/- to ₹ 1,50,000/- per month alongwith perquisites and other benefits including HRA, Children Education Allowance, Contribution to Provident Fund, Gratuity, LTA and such ex-gratia and other benefits in any financial year as may be decided upon by the Board from time to time, as per the Agreement dated 3rd May 2017;
- The other terms of appointment as approved by the Members at the Annual General Meetings held on 12th August, 2013 and 9th September, 2015 remain unchanged.

The Board recommends the resolution at item no. 4 for your approval.

Except Mr. Sandeep Jhunjunwala and his relatives, none of the Directors, Key Managerial Personnel and their relatives, are concerned or interested, financially or otherwise, in this Resolution.

Copy of the Agreement dated 3rd May 2017 is available for inspection by the members of the Company at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

By Order of the Board

Priyanka Mundhra
Company Secretary
ACS 46331

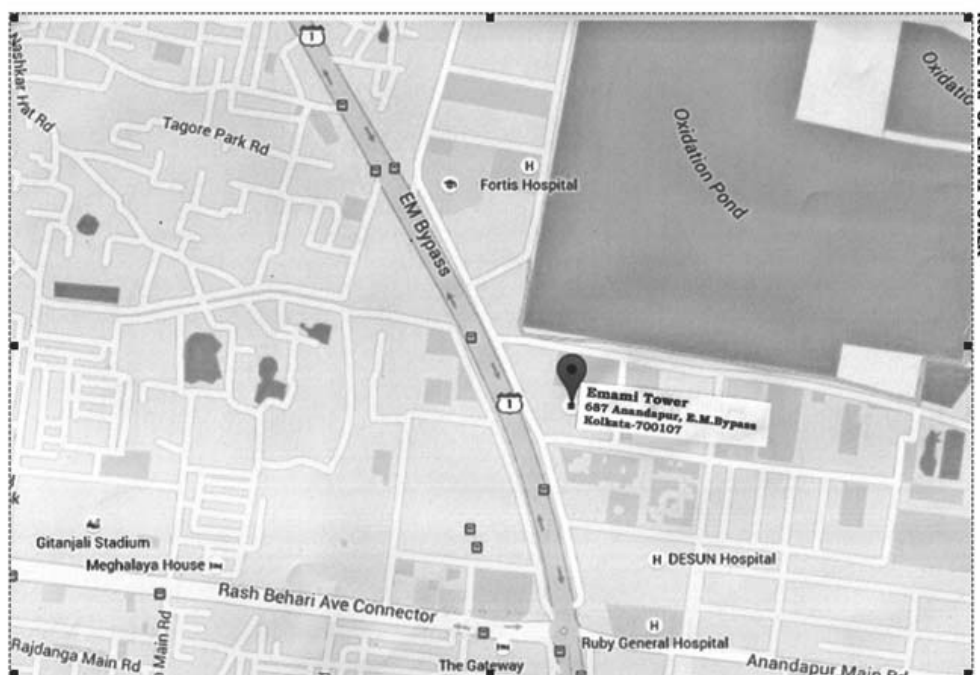
Place : Kolkata
Date: 3rd May, 2017

ANNEXURE TO NOTICE

Details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings

Mr. Sandeep Jhunjunwala, aged 45 years, is the Director, Manager & CFO of the Company. He is a Chartered Accountant and Cost Accountant and has over 20 years of rich experience in Service, Manufacturing & Real Estate Industry in the field of Finance, Accounts, Secretarial, MIS, Direct and Indirect Taxes. Mr. Jhunjunwala was first appointed by the Board on 9th November, 2012 and the terms and conditions of appointment are as per the Explanatory Statement annexed to this Notice and as appearing in the Corporate Governance Report section of the Annual Report 2016-17. Details of his last drawn remuneration and number of board meetings attended during the year are also given in Corporate Governance Report section of the Annual Report 2016-17 and proposed remuneration is given in the Explanatory Statement above. He does not hold any shares in the Company. He is not related to any other Director of the Company. He is not a director/committee member in any other listed/ unlisted public company.

ROUTE MAP TO THE VENUE OF 98TH AGM



zandu realty limited

CIN: L24239WB1919PLC136397

Corp. Off: Akash Tower, 3rd Floor, 781, Anandapur, E.M.Bypass, Kolkata - 700 107, Tel: 033 6625 1200Regd. Off: Emami Tower, 2nd Floor, 687, Anandapur, E.M.Bypass, Kolkata - 700 107, Tel: 033 6613 6264E-mail: investors@emamirealty.com, Website: www.emamirealty.com**ATTENDANCE SLIP**I/We hereby record my/our presence at the **98th Annual General Meeting** of the Company held on **Thursday, 21st September, 2017** at **12.00 Noon at Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata – 700 107**

Serial No.	
Name	
Name(s) of Joint Holder(s), if any	
Address	
Folio/DPID & Client ID No.	
No. of shares held	

Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

Note:

Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the Meeting.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	Password

zandu realty limited

CIN: L24239WB1919PLC136397

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I/We, being the member(s), holding.....shares of Zandu Realty Limited hereby appoint :

- (1) Name.....Address.....
E-mail Id.....Signature..... or failing him/her
- (2) Name.....Address.....
E-mail Id.....Signature.....or failing him/her
- (3) Name.....Address.....
E-mail Id.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the **98th Annual General Meeting** of the Company, to be held on **Thursday, 21st September, 2017** at **12.00 Noon at Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata – 700 107** and at any adjournment thereof, in respect of resolutions as are indicated below:

Sr. No.	Resolutions
Ordinary Business:	
1.	Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the reports of the Directors and Auditors thereon
2.	Appointment of a Director in place of Mr. Sandeep Jhunjunwala (DIN: 06433099) who retires by rotation and being eligible offers himself for re-appointment
3.	Ratification of appointment of M/s S. K. Agrawal & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office till the conclusion of next AGM and authorise Board of Directors to fix their remuneration
Special Business:	
4.	Variation in the terms of remuneration of Mr. Sandeep Jhunjunwala (DIN: 06433099), Manager & CFO of the Company

Signed thisday of2017

Member's Folio /DP ID Client ID No.....Signature of Shareholder (s).....

Affix
Revenue
Stamp

Signature of Proxy holder(s).....

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 98th Annual General Meeting.