



zandu realty limited

Ref: EIL/ZRL/SECRETARIAL/2017-18/836

22nd September, 2017

The General Manager
Department of Corporate Services
BSE Limited
Phiroze S Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 506720

The Secretary
The National Stock Exchange of India Ltd
Exchange Plaza,
Bandra Kurla Complex
Bandra (E),
Mumbai – 400 051.
Scrip Code: ZANDUREALT

Dear Sir,

Sub: Declaration of Voting Results of 98th Annual General Meeting held on 21st September, 2017

With reference to the above captioned subject and further to our letter dated 21st September, 2017, we wish to inform that, at the 98th Annual General Meeting (“AGM”) of the Company held on 21st September, 2017 at Emami Tower, 687 Anandapur, E.M.Bypass, Kolkata – 700107, all the resolutions from Agenda Items No.1 to 4 of the Notice dated 3rd May, 2017 were passed with requisite majority.

In this regard, please find enclosing the following:

- (1) Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – 1**.
- (2) Report of Scrutinizer dated 22nd September, 2017, pursuant of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure - 2**.

Please also note the consolidated report of the remote e-voting and poll will also be put on the Company's website.

This is for your information and record.

Thanking you.

Yours faithfully,

For Zandu Realty Limited

Priyanka Mundhra

Priyanka Mundhra
Company Secretary
ACS 46331



Encl: As above

Annexure - 1

Zandu Realty Limited – 98th AGM (Voting Results)	
Date of AGM	21st September, 2017
Total number of shareholders on record date – 14.09.2017	24065
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	1
Public:	54
No. of shareholders present in the meeting through Video Conferencing:	
Promoter and Promoter Group:	Not applicable
Public:	



AGENDA – WISE DISCLOSURE

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 Directors and the Auditors thereon.

Resolution Required:			Ordinary 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		286329	100.00	286329	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		286329	100.00	286329	0	100.00	0.00
Public - Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		21	0.0040	21	0	100.00	0.00
	Poll		5	0.0010	5	0	100.00	0.00
	Postal Ballot (If Applicable)	516958	-	-	-	-	-	-
	Total		26	0.0050	26	0	100.00	0.00
Total		806400	286355	35.5103	286355	0	100.00	0.00



2. To appoint a Director in place of Mr. Sandeep Jhunjhunwala (DIN: 06433099), who retires by rotation and being eligible, offer himself for re-appointment.

Resolution Required:		Ordinary 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		286329	100.00	286329	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)	286329	-	-	-	-	-	-
	Total		286329	100.00	286329	0	100.00	0.00
Public - Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	3113	0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		21	0.0040	21	0	100.00	0.00
	Poll	516958	5	0.0010	5	0	100.00	0.00
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		26	0.0050	26	0	100.00	0.00
	Total	806400	286355	35.5103	286355	0	100.00	0.00



3. To ratify the appointment of M/s. K. Agarwal & Co., Chartered Accountants (Firm Registration No. 306033E) as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors.

Resolution Required:		Ordinary 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
Promoter and Promoter Group	E-Voting	(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
	Poll	286329	286329	100.00	286329	0	100.00	0.00
	Postal Ballot (If Applicable)	286329	0	0.00	0	0	0.00	0.00
	Total	286329	286329	100.00	286329	0	100.00	0.00
Public - Institutions	E-Voting	3113	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total	3113	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	516958	21	0.0040	21	0	100.00	0.00
	Poll		5	0.0010	5	0	100.00	0.00
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total	516958	26	0.0050	26	0	100.00	0.00
	Total	806400	286355	35.5103	286355	0	100.00	0.00



4. To approve payment of revised remuneration to Mr. Sandeep Jhunjhunwala, Manager & CFO of the Company 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.

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	
Promoter and Promoter Group	E-Voting	(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]	
	Poll		286329	100.00	286329	0	100.00	0.00	
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00	
	Total		286329	100.00	286329	0	100.00	0.00	
Public - Institutions	E-Voting	3113	0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (If Applicable)		-	-	-	-	-	-	-
	Total		0	0.00	0	0	0.00	0.00	
Public- Non Institutions	E-Voting	516958	21	0.0040	21	0	100.00	0.00	
	Poll		5	0.0010	5	0	100.00	0.00	
	Postal Ballot (If Applicable)		-	-	-	-	-	-	
	Total		26	0.0050	26	0	100.00	0.00	
Total		806400	286355	35.5103	286355	0	100.00	0.00	





SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015]

To,

The Chairman of the 98th (Ninety Eighth) Annual General Meeting (AGM) of the Members of Zandu Realty Limited (CIN: L24239WB1919PLC136397), held on Thursday, 21st September, 2017 at 12.00 Noon at Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata - 700107.

Dear Sir,

I, Raj Kumar Banthia, Partner of MKB & Associates, Practising Company Secretaries, appointed by the Board of Directors of Zandu Realty Limited ("the Company") for the purpose of scrutinizing the process of remote e-voting and voting by use of ballot forms at the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings in respect of the below mentioned resolutions proposed 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 - 700107, do hereby submit my report as follows:

- (a) The Notice dated 3rd May, 2017 convening the 98th Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out





all material facts in respect of resolutions mentioned therein, was sent by 21st August, 2017 to the members of the Company.

- (b) The Company provided remote e-voting facility offered by Central Depository Services (India) Ltd. (CDSL) to its shareholders. At the Annual General Meeting, the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 14th September, 2017, were entitled to vote on the proposed resolutions.
- (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 for remote e-voting commenced on Monday, September 18, 2017 at 10:00 AM (IST) and ended on Wednesday, September 20, 2017 at 5:00 PM (IST).
- (e) The members and/or their proxies at the meeting exercised their voting rights through ballot papers at the poll conducted at the Annual General Meeting as stated above.
- (f) After conclusion of voting at the 98th Annual General Meeting, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Ms. Mudra Khetan and Ms. Bidisha





Achari, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014, as amended.

(g) Thereafter, the details containing, inter alia, list of the members who voted "For" or "Against" on each of the resolutions that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting, as well as the report generated from the e-voting website of CDSL, <https://www.evotingindia.com> in respect of remote e-voting.

(h) 10 Members have cast their votes through remote e-voting and all such votes are valid, 4 Members have cast their votes through poll at the AGM venue and all the votes cast were valid.

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

	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
ORDINARY BUSINESS				
Item No. 1 as an Ordinary Resolution: 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				





(1) Voted in favour of the resolution	286350	5	286355	100
(2) Voted against the resolution	0	0	0	0
Total	286350	5	286355	100
(3) Invalid votes:	0	0	0	--

Item No. 2 as an Ordinary Resolution: Appointment of a Director in place of Mr. Sandeep Jhunjunwala (DIN: 06433099) who retires by rotation and being eligible offers himself for re-appointment.

(1) Voted in favour of the resolution	286350	5	286355	100
(2) Voted against the resolution	0	0	0	0
Total	286350	5	286355	100
(3) Invalid votes:	0	0	0	--

Item No. 3 as an Ordinary Resolution: 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





(1) Voted in favour of the resolution	286350	5	286355	100
(2) Voted against the resolution	0	0	0	0
Total	286350	5	286355	100
(3) Invalid votes:	0	0	0	—

SPECIAL BUSINESS

Item No. 4 as a Special Resolution: Variation in the terms of remuneration of Mr. Sandeep Jhunjunwala (DIN: 06433099), Manager & CFO of the Company

(1) Voted in favour of the resolution	286350	5	286355	100
(2) Voted against the resolution	0	0	0	0
Total	286350	5	286355	100
(3) Invalid votes:	0	0	0	—

Based on the aforesaid results, the resolution no(s) 1 to 4, as contained in the Notice have been passed with the requisite majority.





The physical ballot forms, remote e-voting register and other related papers/ registers and records is under my safe custody and will be handed over to the Chairman or the Company Secretary for preserving safely after the minutes of the Meeting are signed.

Thanking you,

Yours faithfully

Raj Kumar Banthia
Partner

MKB & Associates

Membership No.: 17190

COP No.: 18428

FRN: P2010WB042700

Date: 22nd September, 2017

Place: Kolkata