



Ref: ERL/ZRL/SECRETARIAL/2015-16/843

September 11, 2015

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: Outcome of 96th Annual General Meeting

This is to inform you that at the 96th Annual General Meeting Members of the Company held on September 9, 2015, all resolutions mentioned in the Notice dated May 25, 2015 has been passed with requisite majority. A brief summary of the resolutions passed are as under:

Ordinary Business:

1. Ordinary Resolution to consider and adopt Audited Financial Statements of the Company for the financial year ended 31st March 2015 together with the Reports of the Board of Directors and Auditors thereon.
2. Ordinary Resolution to appoint a Director in place of Mr. Sandeep Jhunjunwala (DIN: 06433099), who retires by rotation and being eligible, offers himself for re-appointment.
3. Ordinary Resolution to appoint M/S S. K. Agrawal & Co., Chartered Accountants (Registration No. 306033E) as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 101st AGM of the Company, subject to ratification by shareholders annually at a remuneration to be decided by the Board of Directors in consultation with the Auditors.

Special Business:

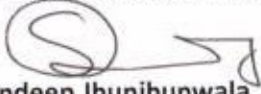
4. Ordinary Resolution to appoint Mrs. Karabi Sengupta (DIN: 02534951), as an Independent Director of the Company for a term of five consecutive years up to 31st March 2020.

5. Special Resolution to appoint Mr. Sandeep Jhunjunwala, Director & Manager of the Company as the Chief Financial Officer (CFO) designated as "Manager & CFO" w.e.f 25th May 2015 and payment of remuneration to him w.e.f. 1st January 2015.
6. Ordinary Resolution to authorize the Board of Directors to contribute and/or donate, to bonafide charitable and other funds/activities, in any financial year, subject to a limit of Rs. 10 Cr

A copy of the Report submitted by Mr. Manoj Kumar Banthia, Practicing Company Secretary, who was appointed as Scrutinizer for scrutinizing the process of voting through Remote E-voting, and by use of ballot at the 96th Annual General Meeting, is enclosed.

This is for your kind information and record.

Thanking you
Yours truly,
For Zandu Realty Limited



Sandeep Jhunjunwala
Manager & CFO



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 and Clause 35B of the Listing Agreement]

September 11, 2015

To

The Chairman of the 96th (Ninety sixth) Annual General Meeting (AGM) of Members of **Zandu Realty Limited** (CIN: L24239WB1919PLC136397), held on Wednesday, 9th day of September, 2015 at Emami Tower, 687 Anandapur, E. M. Bypass, Kolkata - 700 107, West Bengal at 3.15 PM.

Dear Sir,

I, Manoj Kumar Banthia, Practicing Company Secretary, appointed by the Board of Directors of **Zandu Realty Limited** (the Company) for the purpose of scrutinizing the process of voting through Remote E-voting, and by use of ballot at the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 and clause 35B of the Listing Agreement in respect of the below mentioned Resolutions proposed at the 96th Annual General Meeting of the Company held on Wednesday, 9th September, 2015 at Emami Tower, 687 Anandapur, E. M. Bypass, Kolkata - 700 107, West Bengal at 3.15 pm do hereby submit my report as follows:





- (a) The Notice dated 25th May, 2015 convening the 96th Annual General Meeting of the Company setting out all material facts in respect of Resolutions mentioned therein was sent on 8th August, 2015 to the shareholders of the company.
- (b) The company provided remote e-voting facility offered by Central Depository Services Limited (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 facility.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off date" i.e. 2nd September, 2015 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 Saturday, 5th September, 2015 at 01.30 P.M. (IST) and ended on Tuesday, 8th September, 2015 at 5:00 P.M.(IST).
- (e) The member and/or their proxy at the meeting exercised their voting rights at the poll conducted at the venue as stated above.
- (f) After conclusion of voting at the 96th 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 Mrs. Suhita Mukhopadhyay and Miss Pritha Bose who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.
- (g) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolution 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, <http://www.evotingindia.com> in respect of remote e-voting.





(h) 14 members have cast their votes through remote e-voting and all such votes are valid. 46 members and/or their proxy have cast their votes through poll at the AGM venue, out of which 3 ballots are invalid.

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
Item No.1 as an Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2015, together with the Reports of the Board of Directors and Auditors thereon.				
(1) Voted in favour of the resolution	337545	140	337685	99.99
(2) Voted against the resolution	20	24	44	Negligible
Total	337565	164	337729	100.00
(3) Invalid votes:	0	3	3	Nil
Item No. 2 as an Ordinary Resolution: To appoint a director in place of Mr. Sandeep Jhunjhunwala (DIN: 06433099), who retires by rotation and being eligible, offers himself for re-appointment.				
(1) Voted in favour of the resolution	337526	140	337666	99.98
(2) Voted against the resolution	39	24	63	Negligible
Total	337565	164	337729	100.00
(3) Invalid votes:	0	3	3	Nil





	Item No.3 as an Ordinary Resolution: To appoint M/s S.K Agarwal and Co, Chartered Accountants, as the Statutory Auditors of the Company to hold office till the conclusion of 101 st AGM of the Company subject to ratification by shareholders annually and authorize Board of Directors to fix their remuneration.			
(1) Voted in favour of the resolution	337526	139	337665	99.98
(2) Voted against the resolution	39	25	64	Negligible
Total	337565	164	337729	100.00
(3) Invalid votes:	0	3	3	Nil
	Special Business			
	Item No.4 as an Ordinary Resolution: To appoint Mrs. Karabi Sengupta (DIN: 02534951) as an Independent Director of the Company for a term of Five consecutive years up to 31/03/2020.			
(1) Voted in favour of the resolution	337536	140	337676	99.98
(2) Voted against the resolution	29	24	53	Negligible
Total	337565	164	337729	100.00
(3) Invalid votes:	0	3	3	Nil





	Special Business Item No.5 as an Ordinary Resolution: To appoint Mr. Sandeep Jhunjunwala, Director and Manager of the Company as the Chief Financial Officer (CFO) designated as 'Manager & CFO' with effect from. 25/05/2015 and payment of remuneration to him with effect from 01/01/2015.			
(1) Voted in favour of the resolution	337525	140	337665	99.98
(2) Voted against the resolution	40	24	64	Negligible
Total	337565	164	337729	100.00
(3) Invalid votes:	0	3	3	Nil
	Special Business Item No.6 as an Ordinary Resolution: To approve and authorize the Board pursuant to section 181 of the Companies Act, 2013 to contribute and/or donate from time to time, to bonafide charitable and other funds/activities in a financial year, which shall at any time may exceed five per cent of its average net profits for the three immediately preceding financial years, subject to a limit of Rs. 10 Crores.			
(1) Voted in favour of the resolution	337525	140	337665	99.98
(2) Voted against the resolution	40	24	64	Negligible
Total	337565	164	337729	100.00
(3) Invalid votes:	0	3	3	Nil

Thanking You,

Yours Faithfully


Manoj Kumar Banthia
M/s MKB & Associates

Practicing Company Secretary

Membership No.: 11470

COP No.: 7596

Date: 11th September, 2015

Place: Kolkata