

## Notice

**NOTICE** is hereby given that the 96th Annual General Meeting of the Members of Zandu Realty Limited will be held at Emami Tower, 687 Anandapur, E. M. Bypass, Kolkata – 700 107 on 9th September, 2015 at 3.15 P.M. 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, 2015 together with the Reports of the Directors and the Auditors thereon.
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.
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 the applicable provisions of the Companies Act, 2013 and Rules made thereunder and pursuant to the recommendations of Audit Committee of the Board of Directors, M/S. S. K. Agrawal & Co., Chartered Accountants (Registration No. 306033E), be and is hereby appointed 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 plus applicable service tax and reimbursement of traveling and out of pocket expenses incurred by them for the purpose of audit.”

### 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** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder and Clause 49 of the Listing Agreement, Mrs. Karabi Sengupta (DIN: 02534951), who was appointed as an Additional Director of the Company under Section 161 of the Act with effect from 31st March, 2015 by the Board of Directors to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years up to 31st March 2020 and whose office shall not be liable to determination by retirement of Directors by rotation.”

5. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:**

**“RESOLVED THAT** in partial modification of the resolution passed by the shareholders in the Annual General Meeting held on 12th August 2013 and pursuant to the provisions of the Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded for appointment of Mr. Sandeep Jhunjhunwala, Director & Manager of the Company as the Chief Financial Officer (CFO) designated as “Manager & CFO” w.e.f 25th May 2015 and payment of such remuneration to him w.e.f. 1st January 2015, upto the remaining period of his tenure, i.e., 8th November 2017 as set out in the Explanatory Statement annexed to the notice convening the meeting, which is hereby approved and sanctioned with authority to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) to alter and vary the terms & conditions of the said appointment and/or the remuneration, in such manner as may be agreed to between the Board and Mr. Sandeep Jhunjhunwala.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Sandeep Jhunjhunwala shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such other limits as may be prescribed from time to time.

**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”.

6. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :**

**“RESOLVED THAT** in supersession of the Resolution passed at the Annual General Meeting of the Company held on 12th August, 2013 and pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force),

the Board of Directors (hereinafter referred to as 'the Board' which shall deem to include any committee thereof) be and are hereby authorized to contribute and/or donate from time to time, to bonafide charitable and other funds/activities, in any financial year, any amount the aggregate of which, may exceed five per cent of its average net profits for the three immediately preceding financial years, subject to a limit of ₹ 10 Crores.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary and/or expedient for implementing and giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard on behalf of the Company."

By Order of the Board

**Sandeep Jhunjunwala**

*Manager & CFO*

Place : Kolkata  
Date : May 25, 2015

Notes :

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") 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 Meeting.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 Meeting 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 Meeting.
3. In case of joint holders attending the meeting, 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 Businesses 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 3rd day of September, 2015 to 9th day of September, 2015, (both days inclusive).
6. A statement containing details of the Director seeking appointment/re-appointment at the Meeting as required under clause 49 of the Listing Agreement is annexed.
7. As an austerity measure, copies of the Annual Report will not be distributed at the Meeting; members are requested to bring their copies to the meeting.
8. Members are requested to intimate to the Company, queries, if any, regarding the audited accounts at least ten days before the Meeting to enable the Management to keep the information ready at the Meeting.
9. Members / Proxies are requested to bring their Attendance Slip sent herewith, duly filled in, for attending the Meeting.
10. In terms of Section 205C of the Companies Act, 1956, unpaid dividend pertaining to financial year 2006-07 (One-time Special Dividend) and financial year 2007-08 (Interim Dividend) amounting to ₹ 13,52,205/- which was lying with the Company for a period of seven years were transferred to the Investors Education and Protection Fund ("IEPF") during the year under review.

As on 31st March 2015, the balance lying in Unclaimed Dividend Account is ₹ 15,17,325/- which pertains to the Final Dividend for the year 2007-08 and it is due for transfer to the IEPF on 8th June 2015. Subsequent to 31st March 2015, the Company has paid an amount of ₹ 8,62,975/- to the shareholders who have claimed their unclaimed amount from the Company and the balance shall be transferred to IEPF on the due date.

11. 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.
12. Electronic copy of the Annual Report for the Financial year 2014-15 and Notice of the 96th Annual General Meeting

of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all such members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 96th Annual General Meeting of the Company *inter-alia* 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 96th Annual General Meeting and Annual Report for Financial year 2014-15 will also be available on Company's website at [www.emamirealty.com](http://www.emamirealty.com) for their download.

13. **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.**
14. 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 Clause 35B of the Listing Agreement, 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).
15. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 2nd September, 2015 (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.
16. The facility for voting through ballot paper will 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 can attend AGM but shall not be entitled to cast their votes again.

**The instructions for members for remote e-voting are as under:**

- (i) The voting period begins on Saturday, 5th September, 2015 from 10.00 a.m. (IST) and ends on Tuesday, 8th September, 2015 at 5.00 p.m. (IST) During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 2nd September 2015, 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](http://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](http://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 then 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).<br>◀◀ 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.<br>◀◀ 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 | <p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>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.</p> |
|-----------------------|---|

- (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) Note for Institutional Shareholders & Custodians
- ◀ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> 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](mailto: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](mailto: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.
- (xix) 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.co.in](http://www.evotingindia.co.in) under Help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company
- (xxi) Those who become Members of the Company after dispatch of the AGM Notice but on or before 2nd September 2015 (cut-off date) may write to CDSL at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Company at [investors@emamirealty.com](mailto: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](http://www.evotingindia.com) and exercise their votes.
- (xxii) The Board of Directors of the Company at their meeting held on 25th May 2015 has appointed Mr. Manoj Bantia, MKB & Associates Practicing Company Secretary (ACS No. 11470, CP No. 7596) as the Scrutinizer to

scrutinize the e-voting process in fair and transparent manner, whose e-mail address is: mbanthia2010@gmail.com.

(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 availed forthwith on the website of the company [www.emamirealty.com](http://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.

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

### Item No. 4

The Board of Directors at its meeting held on 31st March, 2015 appointed Mrs. Karabi Sengupta as an Additional Director of the Company with effect from 31st March 2015 to hold office upto the date of the ensuing Annual General Meeting of the Company under Section 161 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Karabi Sengupta fulfils the conditions specified under the Companies Act, 2013 and rules made thereunder for appointment as Independent Director of the Company and is independent of the management. Accordingly, in compliance of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, Mrs. Karabi Sengupta, being eligible and offering herself for appointment, is proposed to be appointed as Independent Director of the Company for a term of 5 consecutive years from the date of her appointment. A Notice pursuant to Section 160 of the Companies Act, 2013, with the required deposit has been received from a shareholder signifying his intention to propose the appointment of Mrs. Karabi Sengupta as Director of the Company.

Copy of the letter for appointment of Mrs. Karabi Sengupta as Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Your Directors seek your approval to the said resolution. Except Mrs. Karabi Sengupta, being the appointee and her relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution.

### Item No. 5

The Board of Directors in their meeting held on 9th November, 2012 has appointed Mr. Sandeep Jhunjunwala as Director & Manager of the Company for a period of 5 years without remuneration which was approved by the shareholders in the Annual General Meeting held on 12th August, 2013. Subsequently, the Board in their meeting held on 13th February, 2015 approved payment of salary of ₹ 1,00,000/- per month along with perquisites and other benefits to Mr. Jhunjunwala w.e.f. 1st January, 2015 subject to approval of the members. On the recommendations of the Nomination & Remuneration Committee and Audit Committee and considering that Mr. Jhunjunwala has been discharging the functions of a Chief Financial Officer (CFO) in the Company since his appointment as per the job profile finalized for him at the time of appointment, the Board in its meeting held on 25th May 2015 formally appointed Mr. Jhunjunwala as the CFO of the Company in addition to his current designation of Director & Manager.

The broad particulars of appointment of Mr. Jhunjunwala are as under:

- (a) Mr. Sandeep Jhunjunwala has been designated as the "Manager & CFO" of the Company with effect from 25th May 2015 upto the remaining period of his tenure, i.e., 8th November 2017.
- (b) Basic Salary of ₹ 1,00,000/- (Rupees One Lakh only) per month and perquisites & other benefits including HRA, Children Education Allowance, contribution to Provident Fund, gratuity, LTA, with annual increment to be based on the recommendations of the Nomination and Remuneration Committee and decided by the Board of Directors on merit at its absolute discretion, which shall however be only so done so as not to exceed the maximum permissible limits of managerial remuneration under the Act, payable without the approval of the Central Government.
- (c) All the other terms and conditions of appointment as approved by Shareholders at their meeting held on 12th August 2013 remain unaltered.

The Board recommends the resolution at item no. 5 for your approval.

The explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

Except Mr. Sandeep Jhunjhunwala 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 Agreements dated 13th February 2015 and 25th May 2015 are 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.

**Item No. 6**

Under Section 181 of the Act, the Board of Directors of the Company is authorized to make contributions to charitable and other funds, provided that prior permission of the Members is required for such contributions during a financial year exceeding five percent of its average net profits during the three immediately preceding financial years. The Members had, at the Annual General Meeting held on August 12, 2013, passed a Resolution for making donations in excess of an amount of five percent of the Company's average net profits (determined in accordance with the provisions of Sections 349 and 350 of the Companies Act, 1956) during the three immediately preceding financial years but not exceeding ₹ 10 crores in a financial year.

The approval of the Members is being sought, pursuant to Section 181 of the Act, for authorizing the Board of Directors of the Company to make contributions to bona fide charitable and other funds, in a financial year, exceeding five percent of the Company's average net profits during the three immediately preceding financial years subject to a limit of ₹ 10 crores.

The Board recommends the resolution at item no. 6 for your approval.

None of the Directors, Key Managerial Personnel and their relatives, are concerned or interested, financially or otherwise, in this Resolution.

By Order of the Board

**Sandeep Jhunjhunwala**  
Manager & CFO

Place : Kolkata

Date : May 25, 2015

**Pursuant to Clause 49 of the listing agreements with the stock exchanges, following information is furnished about the Directors proposed to be appointed/re-appointed**

- Mrs. Karabi Sengupta**, aged 64 years, is a Non-Executive Independent Director on the Board of the Company since March 31, 2015. Mrs. Sengupta is a Bachelor in Architecture from Jadavpur University. She was associated with West Bengal Housing Board for almost 30 years and retired after serving as the Chief Architect of West Bengal Housing Board for 10 years in 2011. She has also been an Architectural Advisor and subsequently the Chief Architect to Newtown Kolkata Development Authority for almost 10 years. She does not hold any shares in the Company. She is not related to any other Director of the Company.

| Other Directorships          | Other Committee Memberships |
|------------------------------|-----------------------------|
| Emami Infrastructure Limited | NONE                        |

- Mr. Sandeep Jhunjhunwala**, aged 43 years, is a Director & Manger on the Board of the Company since 9th November 2012. He has been appointed as CFO of the Company w.e.f. 25th May 2015 designated as Manager & CFO. He is a Chartered Accountant and Cost Accountant and has over 18 years of rich experience in Service, Manufacturing & Real Estate Industry in the field of Finance, Accounts, Secretarial, MIS, Direct & Indirect Taxes and Inventory Management.

Mr. Jhunjhunwala does not hold any shares in the Company. He is not related to any other Director of the Company.

| Other Directorships                          | Other Committee Memberships |
|--|-----------------------------|
| 1. Emami Estates Pvt. Ltd.                   | NONE                        |
| 2. Gateway Nirman Pvt. Ltd.                  |                             |
| 3. Namo Edu Infrastructure Pvt. Ltd.         |                             |
| 4. Add-Albatross Properties Pvt. Ltd.        |                             |
| 5. Sneha Skyghigh Pvt. Ltd.                  |                             |
| 6. Oriental Sales Agencies (India) Pvt. Ltd. |                             |
| 7. Emami Nirman Pvt. Ltd.                    |                             |
| 8. Emami Buildcon Pvt. Ltd.                  |                             |

**zandu realty limited**

CIN : L24239WB1919PLC136397

Regd. Off: Emami Tower, 2<sup>nd</sup> Floor, 687, Anandapur, E.M. Bypass, Kolkata-700 107

Tel : 033 6613 6264, Fax : 033 6613 6249, E-mail: investors@emamirealty.com, Website : [www.emamirealty.com](http://www.emamirealty.com)

**ELECTRONIC VOTING PARTICULARS**

| EVEN (Electronic Voting Event Number) | User ID | Password |
|---------------------------------------|---------|----------|
|                                       |         |          |

Note : Please bring the Attendance Slip duly signed to the meeting and hand it over at the Entrance of the Meeting Hall. Duplicate slips will not be issued at the venue of the AGM.

|  |                                      |
|--|--------------------------------------|
| <b>ATTENDANCE SLIP</b><br><br>I/We hereby record my/our presence at the 96th Annual General Meeting (AGM) of Zandu Realty Limited being held on Wednesday, 9th September, 2015 at 3.15 P.M. at Emami Tower, 687 Anandapur, E.M. Bypass, Kolkata-700107 | Folio No/DP ID & Client ID :         |
|  | Share Holding :                      |
|  | Serial No :                          |
|  | Name :                               |
|  | Name(s) of Joint Holder(s), if any : |
|  | Address :                            |

Proxy's Name in Block Letters

Member's/Proxy's Signature

|   |                     |
|---|---------------------|
| <b>zandu realty limited</b><br>CIN : L24239WB1919PLC136397<br>Regd. Off: Emami Tower, 2 <sup>nd</sup> Floor, 687, Anandapur, E.M. Bypass, Kolkata-700 107<br>Tel : 033 6613 6264, Fax : 033 6613 6249, E-mail : investors@emamirealty.com, Website : <a href="http://www.emamirealty.com">www.emamirealty.com</a> | PROXY FORM – MGT-11 |
|---|---------------------|

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : .....

Registered Address : .....

E-mail ID : .....

Folio No/DP ID & Client ID : .....

I/We, being the Member(s) of Zandu Realty Limited, holding.....Equity Shares of the above named Company, 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 96th Annual General Meeting (AGM) of the Company, to be held on Wednesday, 9th September, 2015 at 3.15 P.M. at Emami Tower, 687 Anandapur, E.M. Bypass, Kolkata-700107 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.           | Resolutions  | Optional * |         |         |
|--------------------------|--|------------|---------|---------|
|                          |  | For        | Against | Abstain |
| <b>Ordinary Business</b> |  |            |         |         |
| 1.                       | To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the reports of the Directors and Auditors thereon.   |            |         |         |
| 2.                       | To appoint a Director in place of Mr. Sandeep Jhunjunwala (DIN: 06433099) who retires by rotation and being eligible, offers himself for reappointment.  |            |         |         |
| 3.                       | To appoint M/S S.K. Agrawal & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office till the conclusion of 101 <sup>st</sup> AGM of the Company subject to ratification by shareholders annually and authorise Board of Directors to fix their remuneration. |            |         |         |
| <b>Special Business</b>  |  |            |         |         |
| 4.                       | To pass an Ordinary Resolution for appointment of Mrs. Karabi Sengupta (DIN: 02534951) as an Independent Director for a term of five consecutive years upto 31.03.2020.  |            |         |         |
| 5.                       | To pass a Special Resolution for appointment of Mr Sandeep Jhunjunwala, Director & Manager of the Company as the Chief Financial Officer (CFO) designated as "Manager & CFO" w.e.f 25.05.2015 and payment of remuneration to him w.e.f. 01.01.2015.  |            |         |         |
| 6.                       | To pass an Ordinary Resolution pursuant to Section 181 of the Companies Act, 2013 to authorise Board of Directors to contribute and/or donate to bonafide charitable and other funds/activities, in any financial year, an amount not exceeding Rs. 10 Crores.                             |            |         |         |

Signed this .....day of .....2015

Signature of Shareholder.....

Signature of Proxyholder.....

|  |
|--|
| Affix<br>Revenue<br>Stamp of<br>₹ 1/- here |
|--|

Notes : 1. This form of proxy in order to be effective should be duly completed and deposited at the Company's Registered Office not less than 48 hours before the commencement of the AGM.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 96th Annual General Meeting of the Company.

3. \*It is optional to put a 'X' in the appropriate column against the resolutions indicated to the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.