



zandu realty limited

Ref: EIL/ZRL/SECRETARIAL/2016-17/1261

25th October, 2016

The Department of Corporate
Services

BSE Limited

25th Floor,

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 – 400051

Dear Sir(s),

Sub: Proceedings of Postal Ballot

Please find herewith enclosed the Minutes of the announcement of results of Postal Ballot/ E-Voting on Wednesday, 5th October, 2016 at Emami Tower, 687 Anandapur, E.M.Bypass, Kolkata – 700 107.

Thanking you,

Yours truly,

For **Zandu Realty Limited**

Swetha Mukherjee

Company Secretary

Encl- As above

MINUTES OF ANNOUNCEMENT OF RESULTS OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT/ E-VOTING BY ZADNU REALTY LIMITED ON WEDNESDAY, 5TH OCTOBER, 2016 AT 5.00 P.M. AT REGISTERED OFFICE OF THE COMPANY AT "EMAMI TOWER", 2ND FLOOR, 687, ANANDAPUR, E.M.BYPASS, KOLKATA -700107

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company had issued Postal Ballot (including E-Voting) Notice dated 11th August, 2016, to the shareholders of the Company to obtain their approval for the following:

1. Authority to the Board of Directors under Section 186 of the Companies Act, 2013 to make loans, investments, give guarantee or provide security in connection with loan, for maximum aggregate amount not exceeding Rs. 300 Crores at any time.

The Company had engaged Central Depository Services Limited ("CDSL") to provide E-voting facilities to the shareholders of the Company.

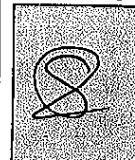
The Company had appointed CS Manoj Kumar Banthia (Membership No. ACS 11470 & CP No.7596) as Scrutinizer for conducting the Postal Ballot/ E-Voting process in a fair and transparent manner.

The Notice of Postal Ballot/ E-Voting containing resolution, explanatory statement, Postal Ballot Form, self-addressed business reply envelope, instructions for e-voting along with e-voting used IDs and passwords were sent electronically by email and physically by registered post to the members whose names appear on the Register of Members/ List of beneficial owners as per the details furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 12th August, 2016. The dispatch of the Notice was completed on Saturday, 3rd September, 2016. The Notice was also sent to the Directors, Statutory Auditors of the Company and the same was intimated to the Stock Exchange on 5th September, 2016. The notice has also been placed on the website of the Company.

The Company published newspaper advertisement in Financial Express and Ekdin on 5th September, 2016 giving intimation of completion of dispatch of the Postal Ballot Notice and furnishing other details pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014, as amended. As intimated to the members through postal ballot Notice:

- i) Shareholders, whose names appears in the Register of Members as on the cut-off date, i.e., 28th August, 2016 will be entitled to vote on the resolution set forth in the Notice.

CHAIRMAN'S
INITIALS



- ii) Voting period commences on Sunday, 4th September, 2016 and ends on Monday, 3rd October, 2016; E-Voting period commences on Sunday, 4th September, 2016 (10:00 A.M) and ends on Monday, 3rd October, 2016 (5:00 P.M.);
- iii) Duly completed Postal Ballot Form were supposed to reach Scrutiniser not later than closing hours on 3rd September, 2016. Any responses, whether by ballot or electronic vote, that were received after this date & time have been treated as if the same have not been received.

After due scrutiny of all the postal ballots forms and electronic votes received upto the close of the working hours, i.e. 5.00 p.m. on Monday, 3rd October, 2016, being the last day fixed by the Company to receive the Postal Ballot forms, the Scrutinizer submitted his report on Wednesday, 5th October, 2016 as under:

- The Company, in aggregate, has received 69 (Sixty Nine) Postal Ballot forms representing 2,86,839 equity shares of the Company out of which 9 ballot forms representing 72 equity shares were invalid.
- 36 (Thirty Six) members representing 64,471 equity shares have cast their votes through e-voting. There were no invalid vote through e-voting.
- No shareholders have exercised voting through both the modes.

The combined results for postal ballot and e-voting are as follows:

Item no. 1 – Special Resolution – Approval under Section 186 of the Companies Act, 2013 to make loans, investments, give guarantee or provide security in connection with loan, for maximum aggregate amount not exceeding 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.

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On the basis of the Scrutinizer's Report, Mr. Hari Mohan Marda, Director of the Company declared that the resolutions in the Postal Ballot Notice dated 11th August 2016 (as written hereunder), have been passed with requisite majority. **The deemed date of passing of the resolutions is the last date specified for receipt of duly completed postal ballot forms / e-voting, i.e., 3rd October, 2016.**

Item No. 1: Passed as Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in supersession of the resolution passed by the members at the Annual General Meeting held on 5th September 2014 in this regard, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof/ or any director duly authorized in this respect by the Board), to give any loans/any other form of debt to any person or other body corporate and / or to give guarantee and / or to provide security in connection with a loan/any other form of debt to any other body corporate or person and to acquire, invest and/or deploy the funds of the Company from time to time in inter-corporate loans and/or investments, debt/ equity/ quasi-equity securities or instruments, derivatives, bonds/debentures (whether fully, partially or optionally convertible or non-convertible) and/or in other financial/money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or by contribution to the capital of LLPs in one or more tranches, in excess of the 60% of the aggregate of the paid-up share capital and free reserves or 100% of the free reserves of the Company on such terms and conditions as the 'Board' may in its absolute discretion deem beneficial and in the interest of the Company provided that the maximum aggregate amount together with all the existing loans / guarantees/ security/ investments, shall not exceed Rs. 300 Crores at any time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the 'Board' be and is hereby authorised to negotiate the terms and conditions and all other related matters in connection with above and to finalize, settle and execute such documents/ deeds / papers as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to the Director(s) of the Company or any person nominated by Directors and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental in this respect."

DATE OF SIGNING: 25th OCTOBER, 2016


MANAGER & CFO

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