zandu realty limited

Ref: EIL/SECRETARIAL/2016-17/900 **5th September, 2016**

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: ***Intimation of Annual General Meeting of the Company, Book Closure and Remote E-voting information for 97th Annual General Meeting***

Notice is hereby given that the 97th Annual General Meeting (AGM) of the Members of Zandu Limited will be held on **Thursday, 29th September 2016, at 11.00 A.M.** at Emami Tower, 687 Anandapur, E.M.Bypass, Kolkata – 700107 to transact the businesses as set out in the Notice dated 27th May, 2016 which has been sent to the members at their registered addresses.

Notice is also hereby given pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 91 of the Companies Act, 2013 that the Register of Members and Share Transfer Books of the Company will remain closed **from Friday, 23rd September, 2016 to Thursday, 29th September, 2016 (both days inclusive)** for the purpose of AGM of the Company.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its members, the facility to cast their vote by electronic means on all the resolutions mentioned in the notice. The Company has fixed **22nd September, 2016 as the Cut-off date** for the purpose of determining eligibility of shareholders to cast their votes electronically/ through ballot in respect of the businesses to be transacted at the AGM.
We provide the following information as per the terms of the Listing Regulations:

Type of the Security	Date of Book Closure	Purpose
Equity Shares	23-09-2016 to 29-09-2016	Annual General Meeting

You are requested to kindly take the same on record.

Thanking you.

Yours faithfully,
For **Zandu Realty Limited**
Swetha Mukherjee
Swetha Mukherjee
Company Secretary

corp office: "Akash Tower", 3rd Floor, 781, Anandapur, E.M.Bypass, Kolkata-700107
regd. office : 'emami tower', 687 anandapur e. m. bypass 2nd floor, kolkata 700107 india
phone: 91 33 6613 6264, fax: 91 33 6613 6249, e-mail: info@emamirealty.com, website: www.emamirealty.com
CIN: L24239WB1919PLC136397

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 97th 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 Thursday, 29th September, 2016 at 11.00 A.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, 2016 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 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 Audit Committee and Board of Directors, the appointment of 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 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 and approval of the Board and 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 Members be and is hereby accorded to the variation in the terms of remuneration of 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, with liberty 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, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto.

   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".
5. 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 provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and in supersession of the resolution passed by the members at the Annual General Meeting held on 5th September 2014 in this regard, the 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 include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies in any form from one or more bodies corporate, banks, financial institutions, or from other entity by way of advances, loans, debentures/bonds or any other securitiy(ies) or otherwise and whether secured or unsecured, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not, at any time, exceed the limit of ₹ 500 Crores.

RESOLVED FURTHER that the Board or any person nominated by the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution and/or to execute all such documents, instruments and writings as may be required."

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

   "**RESOLVED THAT** pursuant to Sections 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to mortgage and/or create charge, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, on the movable and / or immovable assets and properties of the Company, wherever situate, present and future, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), corporate body(ies), etc. to secure the loans, borrowings, debentures, and / or working capital facilities and other credit facilities availed / to be availed by the Company as the Board deem fit, subject to the limits approved under Section 180(1)(c) of the Act from time to time and that all charges created on the movable and immovable properties of the Company and all agreements, deeds, papers etc. executed for the purpose, under the authority of the Board and all acts, deeds and things done in this regard, be and are hereby ratified, approved and confirmed.

   RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings as may be required in this regard 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 any other person."

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

   "**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, read with Rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the consent of the Audit Committee and Board of Directors vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded to enter into transactions with related parties for the financial year commencing on April 1, 2016 and for every financial year thereafter, as detailed in table forming part of the Explanatory Statement annexed to this Notice and that the Board of Directors (which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its power, including the powers conferred by this Resolution) be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary and to sign and execute any documents/ agreements/ papers/ writings as may be necessary and relevant for giving effect to this resolution and for the matters connected therewith or incidental thereto."

8. 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 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) and in supersession of the resolution passed by the members at the Annual General Meeting held on 9th September 2015 in this regard, 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 ₹ 20 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."

Swetha Mukherjee

Place : Kolkata
Date : May 27, 2016

Swetha Mukherjee
Company Secretary

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 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 23rd day of September, 2016 to 29th day of September, 2016, (both days inclusive).

6. A statement containing details of the Director seeking re-appointment at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & SS-2 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 2007-08 (Final Dividend) amounting to ₹ 6,54,350/- were transferred to the Investors Education and Protection Fund during the year under review. There is no further amount lying unpaid/unclaimed with the Company.

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 2015-16 and Notice of the 97th 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 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 email address, physical copies of the Annual Report and Notice of the 97th 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 97th Annual General Meeting and Annual Report for 2015-16 will also be available on Company's website at 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 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, Practicing Company Secretaries as the Scrutinizer for this purpose.

15. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 22nd September, 2016 (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.

16. 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.

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

(i) The voting period begins on Monday, 26th September, 2016 from 10:00 a.m. (IST) and ends on Wednesday, 28th September, 2016 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 22nd September 2016, 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)
	• 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.
	• 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) 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.

(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.com under help section or write an email to 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 22nd September 2016 (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.

(xxii) 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.

(xxiii) 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 in their meeting held on 9th November, 2012 had appointed Mr. Sandeep Jhunjhunwala 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, on the recommendations of the Nomination & Remuneration Committee, the Board in its meeting held on 13th February, 2015 approved payment of remuneration to Mr. Jhunjhunwala w.e.f. 1st January, 2015 and in its meeting held on 25th May 2015 formally appointed Mr. Jhunjhunwala as the CFO of the Company in addition to his current designation of Director & Manager, which was approved by the members at their Annual General Meeting held on 9th September, 2015.

Pursuant to the recommendations of the Nomination & Remuneration Committee, the Board, at its meeting held on 29th September, 2015, has approved payment of increased remuneration to Mr. Jhunjhunwala w.e.f. 1st April, 2015 on terms and conditions as mentioned in the Supplementary Agreement dated 29th September, 2015 and in its meeting held on 27th May 2016, the Board, further made variation in the terms of remuneration of Mr. Jhunjhunwala by approving payment of ex-gratia and other benefits, subject to approval of the shareholders.

The broad particulars of revision in remuneration to the Manager & CFO during his term of Office are as under:

(a) Salary of ₹ 1,05,000/-(Rupees One Lakh Five Thousand only) per month with such annual increment as may be recommended by the Nomination & Remuneration Committee from time to time and approved by the Board of Directors alongwith Perquisites and other benefits including HRA, Children Education Allowance, Contribution to Provident Fund, Gratuity, LTA, with effect from 1st April, 2015, as per the Agreement dated 29th September, 2015;

(b) Mr. Sandeep Jhunjhunwala, shall be entitled to such ex-gratia and other benefits in any financial year with effect from financial year 2016-17, as may be decided upon by the Board from time to time as per Agreement dated 27th May, 2016;

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

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 29th September, 2015 and 27th May 2016 are available for inspection by the members of the Company at the Corporate Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

Item No. 5

The shareholders of the Company by way of special resolution passed at its 95th Annual General Meeting of the Company held on 5th September, 2014, had authorized the Board of Directors to borrow from time to time, by way of advances, loans, debentures/bonds or any other securitiy(ies) or otherwise, upto a limit of ₹ 200 Crores on such terms and conditions as it may deem fit under section 180(1)(c) of the Companies Act, 2013. In view of the future plans of the Company and anticipating the need for additional funds that may be required, it is necessary to revise the borrowing limit to the extent of ₹ 500 Crores.

The Board accordingly recommends the revised limit to the extent of ₹ 500 Crores under section 180(1)(c) of the Companies Act, 2013 as set out in resolution no. 5 for approval of the members by way of special resolution.

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

Item No. 6

In order to create mortgage / charge on the movable & immovable properties of the Company to secure any loans/ borrowings availed/to be availed by the Company, it is necessary to obtain approval of the members by way of special resolution in terms of the requirements of section 180(1)(a) of the Companies Act, 2013.

Accordingly, consent of the members is being sought by way of special resolution as mentioned in item no 6.

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

Item No. 7

The provisions of Section 188(1) of the Companies Act, 2013 that govern the related party transactions require a company to obtain prior approval of the Board of Directors and in case the value of transaction exceeds 10% of the turnover of the Company or ₹ 50 Crores, whichever is lower, the prior approval of shareholders by way of ordinary resolution.

Further, in terms of Regulation 23(4) of Listing Regulations, all material related party transaction, i.e., transaction which individually or taken together exceeds 10% of the annual turnover of the listed entity as per the last audited financial statements, shall require approval of the shareholders and the related parties to the particular transaction shall abstain from voting on such resolutions.

In the light of above provisions, the Board of your Company, on recommendations of the Audit Committee has approved the transactions along with limits that the Company may enter into with related parties for the financial year 2016-17 and beyond.

Information required to be provided under Rule 15(3) of the Companies (Meeting of the Board and its Power), 2014 is as under:

Sl. No.	Name of Related Party	Name of the director or KMP who is related	Nature of Relationship	Nature and material terms of Transaction	Monetary value of the contract or arrangement per financial year
1.	Emami Infrastructure Limited	None, excluding the Independent Directors	Holding Company of Emami Rainbow Niketan Pvt. Ltd. ("ERNPL"), to which the Company is an Associate	Reimbursement/payment of expenses/ Service Charges/ Loan/ Advances/ Interest on Loan/ Guarantee The proposed contracts/ arrangements/ transactions of inter corporate loan(s) or any sale /purchase /service contract transaction(s) or any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt and/or a combination thereof are as per Related Party Transaction Policy of the Company so the same may be decided by the Board of Directors at relevant time as mutually agreed between the Company and Emami Infrastructure Limited within the overall limits approved by the members.	Aggregate amount shall not exceed ₹ 500 Crores
2.	AMRI Hospitals Limited	None	Entity where Promoters of ERNPL to which the Company is an Associate, has significant influence	Loan /Interest on Loan The rate of interest on Loan shall not be lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenure of the Loan.	Aggregate amount shall not exceed ₹ 35 Crores
3.	Anamika Kala Sangam Trust	None	Entity where Promoters of ERNPL to which the Company is an Associate, has significant influence	CSR Expenditure	Aggregate amount shall not exceed ₹ 20 Crores

4	Suntrack Commerce Pvt. Ltd., Bhanu Vyapaar Pvt. Ltd., Diwakar Viniyog Pvt. Ltd., Suraj Viniyog Pvt. Ltd.	None	Promoters of Holding Company of ERNPL to which the Company is an Associate	Corporate Guarantee for Loan to be raised by the Company, not exceeding ₹ 500 Crores. Security by pledge of shares of Emami Limited held by any of the said party The said Corporate Guarantee/security shall be as per the requirement of Banks/ financial institutions/ NBFCs or any other Lenders.	Aggregate amount shall not exceed ₹ 500 Crores

Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

The Audit Committee has approved the abovesaid related party transactions and has noted that these transactions are in the ordinary course of business and are at arm's length.

Accordingly, approval of the members is sought under first proviso to Section 188 of the Companies Act, 2013 and Regulation 23(4) of Listing Regulations for entering into related party transactions as mentioned above, by way of an Ordinary Resolution.

Your Directors recommend the resolution for members' approval by an Ordinary Resolution.

None of the Directors, KMPs or their relatives, are concerned or interested or deemed to be concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 8

Under Section 181 of the Companies Act, 2013, 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 obtained for such contributions during a financial year where such contribution exceeds 5% of its average net profits during the three immediately preceding financial years. At the 96th Annual General Meeting of the Company held on 9th September, 2015, the shareholders of the Company had authorized the Board of Directors to make contributions to bona fide charitable and other funds, in any financial year, exceeding 5% of the Company's average net profits during the three immediately preceding financial years, subject to a limit of ₹ 10 Crores.

Approval of the Members is being sought, to supersede the Resolution passed at the 96th Annual General Meeting and authorize the Board of Directors to make contributions to bona fide charitable and other funds, in any financial year, exceeding 5% of the Company's average net profits during the three immediately preceding financial years, subject to a limit of ₹ 20 Crores.

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

By Order of the Board

Swetha Mukherjee

Place : Kolkata
Date : May 27, 2016

Swetha Mukherjee
Company Secretary

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

Mr. Sandeep Jhunjhunwala, aged 44 years, is the Manger & 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 and Inventory Management. Mr. Jhunjhunwala was first appointed by the Board on 9th November, 2012 and the terms and conditions of appointment are as per the resolutions passed by the shareholders in the Annual General Meeting held on 12th August, 2013, 9th September, 2015 and as contained in the accompanying Notice. Details of his last drawn remuneration and number of board meetings attended during the year are given in Corporate Governance Report section of the Annual Report 2015-16 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.

zandu realty limited

CIN : L24239WB1919PLC136397
Corp Off: Akash Tower, 3rd Floor, 781, Anandapur, E.M.Bypass, Kolkata-700 107, Tel : 033 6625 1200
Regd. Off: Emami Tower, 2nd Floor, 687, Anandapur, E.M. Bypass, Kolkata-700 107, Tel : 033 6613 6264
E-mail: investors@emamirealty.com, Website : www.emamirealty.com

ATTENDANCE SLIP	**Folio No/DP ID & Client ID :**
I/We hereby record my/our presence at the 97th Annual General Meeting (AGM) of Zandu Realty Limited being held on Thursday, 29th September, 2016 at 11.00 A.M. at Emami Tower, 687 Anandapur, E.M. Bypass, Kolkata-700107	**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

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.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

zandu realty limited

PROXY FORM – MGT-11

CIN : L24239WB1919PLC136397
Corp Off: Akash Tower, 3rd Floor, 781, Anandapur, E.M.Bypass, Kolkata-700 107, Tel : 033 6625 1200
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E-mail: investors@emamirealty.com, Website : www.emamirealty.com

[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;

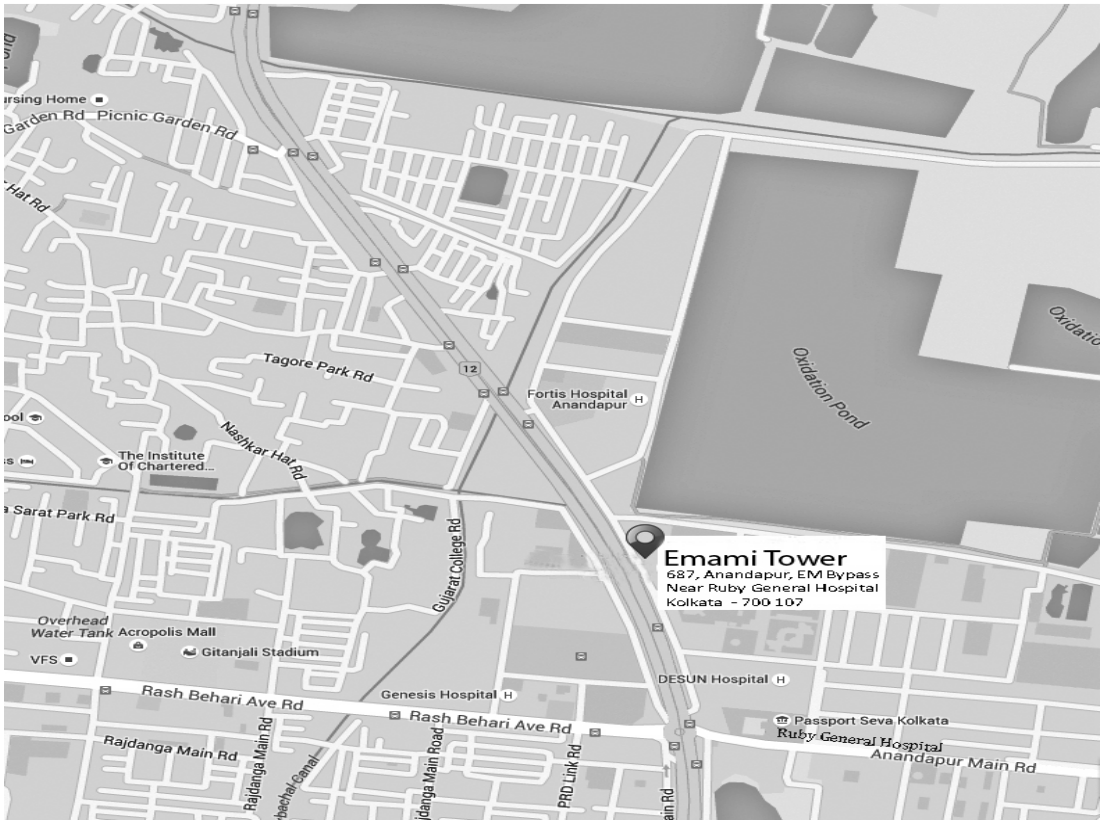
3) Name :.....Address : .....

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 97th Annual General Meeting (AGM) of the Company, to be held on Thursday, 29th September, 2016 at 11.00 A.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:

Item No.	Resolutions	Optional *	
		For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the reports of the Directors and Auditors thereon		
2.	Appointment of Mr. Sandeep Jhunjhunwala (DIN: 06433099) who retires by rotation and being eligible offers himself for reappointment		

The Route Map of the AGM Venue is given below:



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 of the Company and authorise Board of Directors to fix their remuneration		
Special Business			
4.	Variation in the terms of remuneration of Mr. Sandeep Jhunjhunwala, Manager & CFO		
5.	Increase in Borrowing limits u/s 180(1)(c) of the Companies Act, 2013		
6.	Approval for creation of charge/mortgage on the assets of the Company u/s 180(1)(a) of the Act		
7.	Approval to Related Party Transactions		
8.	Approval to contribute and/or donate to bonafide charitable and other funds/activities.		

Affix Revenue Stamp of ₹ 1/- here

Signed this .....day of 2016

Signature of Proxyholder..... Signature of Shareholder.....

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 8th 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.