



zandu realty limited

Ref: ERL/ZRL/SECRETARIAL/2014-15/772

September 05, 2014

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 95th Annual General Meeting

This is to inform you that at the 95th Annual General Meeting Members of the Company held today, all resolutions mentioned in the Notice dated May 21, 2014 has been passed with requisite majority. A brief summary of the resolutions passed are as under:

Ordinary Business:

1. Audited Financial Statements for the financial year ended 31st March, 2014 together the reports of the Directors and Auditors thereon were adopted.
2. Mr. Sandeep Jhunjhunwala, who retired by rotation and being eligible, offered himself for re-appointment has been re-appointed as a Director of the Company.
3. M/s. S. K. Agrawal & Co., Chartered Accountants has been appointed as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the next AGM of the Company 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. Mr. Abhijit Datta has been appointed as an Independent Director designated as Chairman of the Company to hold office for a term upto March 31, 2019.
5. Mr. Hari Mohan Marda has been appointed as an Independent Director of the Company to hold office for a term upto March 31, 2019.
6. Mr. Aditya Poddar has been appointed as an Independent Director of the Company to hold office for a term upto March 31, 2019.
7. Mr. Amar Bhalotia has been appointed as an Independent Director of the Company to hold office for a term upto March 31, 2019.

regd. office : 'emami tower', 687 anandapur e. m. bypass, kolkata 700107, india
phone: 91 33 6613 6264 fax: 91 33 6613 6249 e-mail: info@emamirealty.com, website: www.emamirealty.com



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8. The Board of Directors has been authorized to borrow money under section 180(1)(c) of the Companies Act, 2013 upto the limit of ₹ 200 Crores
9. The Board of Directors has been authorized to make investment under section 186 of the Companies Act, 2013 upto the limit of ₹ 220 Crores

A copy of the Report submitted by Mr. Manoj Kumar Banthia, Practicing Company Secretary who was appointed as Scrutinizer for e-voting, is enclosed herewith.

This is for your kind information and record.

Thanking you

Yours truly,

For Zandu Realty Limited

Sandeep Jhunjhunwala
Director & Manager

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Zandu Realty Limited
Emami Tower, 2nd Floor,
687 Anandapur, E. M. Bypass
Kolkata – 700 107

Sub: Scrutinizer's Report on E-voting at the 95th Annual General Meeting of Zandu Realty Limited to be held on 5th September, 2014 at Emami Tower, 687 Anandapur, E.M. Bypass, Kolkata-700107.

I, Manoj Kumar Banthia, Proprietor of M/s MKB & Associates, Practicing Company Secretary, appointed by the Board of Directors of **Zandu Realty Limited** (the Company) to act as the Scrutinizer in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the electronic voting process in respect of the Resolutions proposed at the 95th Annual General Meeting of the Company vide Notice dated May 21, 2014, do hereby submit my report as follows;

1. The e-voting services were provided by Central Depository Securities Limited (CDSL).
2. Voting rights were reckoned on the shares registered in the names of the Members as on Friday, 18th July, 2014.
3. The period for e-voting had commenced at 10.00 a.m. on Thursday, 28th August, 2014 and ended at 6.00 p.m. on Saturday, 30th August, 2014 and the e-voting platform was disabled thereafter.
4. The votes cast were unblocked on Monday, 1st September, 2014 at 11.00 a.m. in the presence of 2 witnesses, Mr. Saheb Ali and Ms. Swetha Vijayakumar, who are not in the employment of the Company.
5. I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from CDSL's e-voting website www.evotingindia.com, the results of e-voting are as under; percentages have been taken up to two decimals.



Ordinary Businesses:

Item no. 1 – Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2014 together with the Reports of the Directors and the Auditors thereon.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	3,15,954	100.00%	39.18%
Voted against the resolution	0	00.00%	00.00%
Invalid votes	Nil	Nil	Nil

Item no. 2 – 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.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	3,15,954	100.00%	39.18%
Voted against the resolution	0	00.00%	00.00%
Invalid votes	Nil	Nil	Nil

Item no. 3 – Ordinary Resolution for appointment of Auditors M/s. S. K. Agrawal & Co, Chartered Accountants (Registration No. 306033E) as the Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors in consultation with the Auditors and pursuant to the recommendations of the Audit Committee.



	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	3,15,954	100.00%	39.18%
Voted against the resolution	0	00.00%	00.00%
Invalid votes	Nil	Nil	Nil

Special Businesses:

Item no. 4 – Ordinary Resolution to appoint Mr. Abhijit Datta, (DIN: 00790029) as an Independent Director of the Company to hold office for a term up to 31st March, 2019 and who shall not henceforth be liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	3,15,954	100.00%	39.18%
Voted against the resolution	0	0.00%	0.00%
Invalid votes	Nil	Nil	Nil

Item no. 5 – Ordinary Resolution to appoint Mr. Hari Mohan Marda, (DIN: 00855466) as an Independent Director of the Company to hold office for a term up to 31st March, 2019 and who shall not henceforth be liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	3,15,954	100.00%	39.18%
Voted against the resolution	0	0.00%	0.00%
Invalid votes	Nil	Nil	Nil





Manoj Kumar Banthia
Company Secretary

MKB & Associates

SHANTINIKETAN | 5TH FLOOR | ROOM NO. 511 | 8, CAMAC STREET | KOLKATA-700 017
TEL : 91 - 33 - 2282 1348, 3052 1719 | E-mail : mbanthia2010@gmail.com

Item no. 6 – Ordinary Resolution to appoint Shri Aditya Poddar, (DIN: 00646898) as an Independent Director of the Company to hold office for a term up to 31st March, 2019 and who shall not henceforth be liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	3,15,954	100.00%	39.18%
Voted against the resolution	0	00.00%	00.00%
Invalid votes	Nil	Nil	Nil

Item no. 7 – Ordinary Resolution to appoint Shri Amar Bhalotia, (DIN: 00642662) as an Independent Director of the Company to hold office for a term up to 31st March, 2019 and who shall not henceforth be liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	3,15,954	100.00%	39.18%
Voted against the resolution	0	0.00%	00.00%
Invalid votes	Nil	Nil	Nil

Item no. 8 – Special Resolution seeking approval of members under section 180(1)(c) of the Companies Act, 2013 for borrowing up to an amount not exceeding Rs.200 Crores.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	3,15,954	100.00%	39.18%
Voted against the resolution	0	0.00%	00.00%
Invalid votes	Nil	Nil	Nil

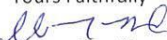


Item no. 9 – Special Resolution seeking approval of members under section 186 of the Companies Act, 2013 for making investments for an aggregate amount not exceeding Rs.225 Crores.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	3,15,954	100.00%	39.18%
Voted against the resolution	0	0.00%	00.00%
Invalid votes	Nil	Nil	Nil

Thanking You,

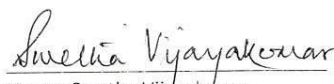
Yours Faithfully


Manoj Kumar Banthia
Company Secretary
Membership No.: 11470
COP No.: 7596

Date: September 01, 2014
Place: Kolkata

We, the undersigned, have witnessed that the votes were unblocked from CDSL's e-voting website www.evotingindia.com in our presence on Monday, September 01, 2014.


Name: Saheb Ali
Address: M/s MKB & Associates
Shantiniketan Building,
8, Camac Street,
5th Floor, Room no. 511,
Kolkata – 700017


Name: Swetha Vijayakumar
Address: M/s MKB & Associates
Shantiniketan Building,
8, Camac Street,
5th Floor, Room no. 511,
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