

zandu realty limited**CIN: L24239WB1919PLC136397****ATTENDANCE SLIP**Regd.Office :Emami Tower, 2nd Floor, 687, Anandapur, E.M. Bypass, Kolkata – 700 107Name :
Name(s) of joint Holder(s), if any :
Address :
Folio/DP ID & Client ID No. :Serial No.:
Share Holding :I/We hereby record my/our presence at the **95th Annual General Meeting held on Friday, September 5, 2014 at 3.15 p.m.** at Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata – 700107

Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the Meeting.

ELECTRONIC VOTING PARTICULARS

| EVSN (E-voting Sequence Number) | User ID | PAN (Original or as per point no.13(viii) of e-voting instructions) |
|---------------------------------|---------|---|
| | | |

Please refer to the AGM Notice for e-voting instruction

zandu realty limited**CIN: L24239WB1919PLC136397****PROXY FORM-MGT.11**Regd.Office :Emami Tower, 2nd Floor, 687, Anandapur, E.M. Bypass, Kolkata – 700 10795TH ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 5, 2014 AT 3.15 P.M.

I/We, being the member(s), holding.....shares of zandu realty limited hereby appoint :

- (1) NameAddress.....
E-mail Id.....Signature.....or failing him/her
- (2) NameAddress.....
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 95th Annual General Meeting of the Company, to be held on Friday, September 5, 2014 at 3.15 p.m. at Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata – 700 107 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolutions | Optional * | | |
|--------------------------|--|------------|---------|---------|
| | | For | Against | Abstain |
| Ordinary Business | | | | |
| 1. | To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2014 and the reports of the Directors and Auditors thereon. | | | |
| 2. | To appoint a Director in place of Mr. Sandeep Jhunjhunwala who retires by rotation and being eligible offers himself for reappointment | | | |
| 3. | Appointment of M/s. S.K. Agrawal & Co., Chartered Accountant, as the Statutory Auditors of the Company and authorise Board of Directors to fix their remuneration | | | |
| Special Business | | | | |
| 4. | Appointment of Mr. Abhijit Datta as an Independent Director designated as Chairman of the Company | | | |
| 5. | Appointment of Mr. Hari Mohan Marda as an Independent Director of the Company | | | |
| 6. | Appointment of Mr. Aditya Poddar as an Independent Director of the Company | | | |
| 7. | Appointment of Mr. Amar Bhalotia as an Independent Director of the Company | | | |
| 8. | Approval under section 180(1)(c) of the Companies Act, 2013 for borrowing upto an amount not exceeding Rs. 200 Crores | | | |
| 9. | Approval under section 186 of the Companies Act, 2013 for investments for an aggregate amount not exceeding Rs. 225 Crores | | | |

Signed thisday of2014

Member's Folio /DP ID & Client ID No.....Signature of Shareholder (s).....

Signature of Proxy holder(s).....

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

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 95TH Annual General Meeting.

*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 'Resolution' your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix
Revenue
Stamp