

ZANDU REALTY LIMITED

NOTICE

NOTICE is hereby given that the 92nd Annual General Meeting of Zandu Realty Limited will be held on Saturday, 24th September, 2011 at 2.30 P.M. at the registered office of the Company at Emami Tower, 687, Anandapur, E.M.Bypass, Kolkata 700107 to transact the following business:

1. To receive, consider and adopt the Directors' Report, Auditors' Report, the Audited Profit and Loss Account of the Company for the year ended 31st March, 2011 and the Balance Sheet as on that date.
2. To appoint a Director in place of Shri Krishna Kumar Khemka, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Hari Mohan Marda, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s S.K.Agrawal, Chartered Accountants as Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, to examine and audit the accounts of the Company, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS

5. To consider, and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.

"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956, (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 to the re-appointment of Shri Mohan Goenka as Joint Managing Director of the Company, for a period of three years with effect from 5th November, 2010 on the terms and conditions enumerated in the letter dated 14th August, 2010."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary or expedient to give effect to this resolution."

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

"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956, (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 to the re-appointment of Shri Harsh Vardhan Agarwal as Joint Managing Director of the Company, for a period of three years with effect from 5th November, 2010 on the terms and conditions enumerated in the letter dated 14th August, 2010 "

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary or expedient to give effect to this resolution."

By Order of the Board of Directors
For Zandu Realty Limited

(Anand R. Mundra)
CEO (Commercial) & Company Secretary

Kolkata

30th May, 2011

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE VALID, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 is annexed thereto.
3. The Register of Members and the Share Transfer Book of the Company will remain closed from Friday, 16th September, 2011 to Thursday, 22nd September, 2011 (both days inclusive).
4. Pursuant to Section 205 of the Companies Act, 1956, all unclaimed dividends upto the financial year 1994-95 have been transferred to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978. Shareholders who have not encashed the dividend warrants for the said period are requested to claim the amount from the Registrar of Companies, Maharashtra, CGO Complex, CBD Belapur, Navi Mumbai - 400 614.
5. Please note that the limit for transfer of unpaid dividend to the Central Government has been enhanced from 3 years to 7 years as per Section 205A (5) of the Companies Act, 1956, and the dividend which remains unpaid or unclaimed will be transferred to the 'Investor Education and Protection Fund of the Central Government, pursuant to Section 205C of the Companies Act, 1956, on the respective due dates. Thereafter, the shareholders will not be able to claim any dividend so transferred. In compliance with the provisions of Section 205A and 205C of the Companies Act 1956, unclaimed dividend up to the second interim dividend of the financial year 2003-2004 has been transferred to " Investor Education and Protection Fund" established by the Central Government.

Those members who have so far not encashed their dividend warrants from the final dividend of the financial year 2003-04 or any subsequent financial years, if any, are requested to make their claim to the Registrar and , Share Transfer Agent, Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, 2nd Floor, Kolkata - 700 001.
6. Members who have multiple folios in the same name and in identical order are requested to consolidate their holdings under one folio. We strongly feel that such a step would benefit the members enormously, particularly in monitoring of dividend warrants, reduction of multiple communications etc. Consolidation of folios does not amount to transfer of shares and therefore, no stamp duty is payable by the members. In case a member decides to consolidate his/ her folios, he /she is requested to forward his/ her share certificates to the Registrar and Share Transfer Agent i.e Maheshwari Datamatics Pvt.Ltd. 6, Mangoe Lane, 2nd Floor, Kolkata - 700 001.
7. Members are requested to bring their copy of the Annual Report to the meeting.

8. Members desiring any information as regards to the accounts are requested to write to the Company at least seven days before the meeting so as to enable the management to keep the information ready.
9. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies and has permitted service of documents including Annual Report to its members through electronic modes. In the backdrop of this, the Company has given an option to the shareholders to receive the Annual Report through e-mail and is sending the Annual Report through e-mail to those members whose registered email-ids were available with the Company and those who are desirous of obtaining the same through this mode. To further support this initiative, members whose e-mail IDs have not been registered so far, are requested to register their e-mail addresses with their respective Depository Participant, in respect of holdings in Demat form and, with the Company's RTA, M/s Maheshwari Datamatics Private Limited in respect of shares held in physical form by sending a duly filled request form available at the Company's Website www.emamirealty.com. In case any member to whom an electronic copy of Annual Report has been sent desires to receive a physical copy, he may request the Company to send the same.
10. Members are requested to intimate the change, if any, in their address/ bank mandate details:
 - a) To their Depository Participants (DPs) in respect of their demat holding.
 - b) To Registrar & Share Transfer Agent. Maheshwari Datamatics Pvt. Ltd at 6, Mangoe Lane, 2nd Floor, Kolkata - 700 001, in respect of holding in physical form.
11. The shares of the Company are listed on The Stock Exchange, Mumbai and National Stock Exchange of India Limited. The necessary annual listing fees for the financial year 2010-11 have already been paid.

By the order of the Board of Directors
For Zandu Realty Limited

Anand R Mundra
CEO (Commercial) & Company Secretary

Kolkata
30th May, 2011

Explanatory statement under Section 173(2) of the Companies Act, 1956

ITEM NO. 5

The Board of Directors has re-appointed Shri Mohan Goenka, as Joint Managing Director of the Company with effect from 5th November, 2010, at their meeting held on 14th August, 2010, for a period of three years as per the terms and conditions enumerated in the letter dated 14th August, 2010.

Shri Mohan Goenka will not draw remuneration from the Company during the period and other main terms and conditions of re-appointment are as follows:

- 1) The Joint Managing Director shall be subject to the superintendence, control and direction of the Board of Directors of the Company.
- 2) The Joint Managing Director shall not be paid any sitting fee for attending the meeting of the Board of Directors or committee thereof.

The Board of Directors recommends approval of above resolutions.

None of the directors except Shri Rajesh Bagaria and Shri Mohan Goenka is interested in the above resolution.

The above may be regarded as an abstract of the letter mentioning the terms and conditions of appointment of Shri Mohan Goenka

ITEM NO. 6

The Board of Directors has re-appointed Shri Harsh Vardhan Agarwal, as Joint Managing Director of the Company with effect from 5th November, 2010, at their meeting held on 14th August, 2010, for a period of three years as per the terms and conditions enumerated in the letter dated 14th August, 2010.

Shri Harsh Vardhan Agarwal will not draw remuneration from the Company during the period and other main terms and conditions of re-appointment are as follows:

- 1) The Joint Managing Director shall be subject to the superintendence, control and direction of the Board of Directors of the Company.
- 2) The Joint Managing Director shall not be paid any sitting fee for attending the meeting of the Board of Directors or committee thereof.

The Board of Directors recommends approval of above resolutions.

None of the directors except Shri Raj K Sureka and Shri Harsh Vardhan Agarwal is interested in the above resolution.

The above may be regarded as an abstract of the letter mentioning the terms and conditions of appointment of Shri Harsh Vardhan Agarwal.

By Order of the Board of Directors
For Zandu Realty Limited

(Anand R. Mundra)

CEO (Commercial) & Company Secretary

Kolkata

30th May, 2011